

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2008		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
The Girod Corporation		12/31/2008	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
Name:	Reily Foods Company		
Street Address:	640 Magazine Street		
City:	New Orleans		
State/Country:	LOUISIANA		
Postal Code:	70130		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
Property Type	Number	Word Mark	
Registration Number:	2925411	NO PUDGE!	
Registration Number:	3303532	NO PUDGE!	
Registration Number:	3349371	NO PUDGE!	
Registration Number:	2046481	NO PUDGE!	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(212)425-5288		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(212) 425-7200		
Email:	tmdocketny@kenyon.com		
Correspondent Name:	James E. Rosini, Esq.		
Address Line 1:	One Broadway		
Address Line 4:	New York, NEW YORK 10004		
ATTORNEY DOCKET NUMBER:	13295/2; 4; 5; 6		

OP \$115.00 2925411

NAME OF SUBMITTER:	James E. Rosini, Esq.
Signature:	/James E. Rosini/
Date:	06/04/2009
<b>Total Attachments: 4</b> source=Merger - The Girod Corporation into Reily Foods Company#page1.tif source=Merger - The Girod Corporation into Reily Foods Company#page2.tif source=Merger - The Girod Corporation into Reily Foods Company#page3.tif source=Merger - The Girod Corporation into Reily Foods Company#page4.tif	

# Delaware

PAGE 1

## The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"THE GIROD CORPORATION", A DELAWARE CORPORATION,  
WITH AND INTO "REILY FOODS COMPANY" UNDER THE NAME OF "REILY FOODS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 2008, AT 1:30 O'CLOCK P.M.

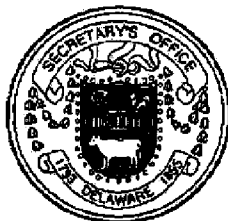
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2008, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2317777 8100M

081230147

You may verify this certificate online  
at [corp.delaware.gov/authvar.shtml](http://corp.delaware.gov/authvar.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7086013

DATE: 01-16-09

TRADEMARK  
REEL: 003998 FRAME: 0863

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:30 PM 12/24/2008  
FILED 01:30 PM 12/24/2008  
SRV 081230147 - 2317777 FILE

**STATE OF DELAWARE**  
**CERTIFICATE OF OWNERSHIP**  
**MERGING**  
**THE GIROD CORPORATION**  
**INTO**  
**REILY FOODS COMPANY**

\* \* \* \* \*

Pursuant to Section 253 of the General Corporation Law of Delaware, **REILY FOODS COMPANY**, a corporation organized and existing under the laws of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That this corporation was incorporated on the 30th day of November, 1992, pursuant to the General Corporation Law of the State of Delaware;

**SECOND:** That this corporation owns all of the outstanding shares of the stock of **THE GIROD CORPORATION**, a corporation incorporated on the 30th day of November, 1992, pursuant to the General Corporation Law of the State of Delaware;

**THIRD:** That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, effective December 1 2008, determined to and did merge into itself **THE GIROD CORPORATION**:

**WHEREAS**, Reily Foods Company, a corporation organized and existing under the laws of the State of Delaware, owns 100% of the outstanding stock of The Girod Corporation, a corporation organized and existing under the laws of the State of Delaware, and

**WHEREAS**, the Board of Directors of Reily Foods Company desires to merge The Girod Corporation into itself pursuant to the provisions of Section 253 of the Delaware General Corporation Law and to be possessed of all the estate, property, rights, privileges and franchises of The Girod Corporation,

**NOW, THEREFORE, BE IT RESOLVED**, that the Board of Directors of Reily Foods Company, a Delaware corporation ("Reily Foods"), does hereby adopt a plan of merger pursuant to the provisions of Section 253 of the Delaware General Corporation Law, whereby The Girod Corporation, a Delaware corporation ("Girod"), shall be merged with and into Reily Foods, in such a way that the corporate existence of Girod shall cease, Reily Foods shall acquire all the assets and assume all obligations and liabilities of Girod, the certificate of incorporation of Reily Foods shall in no way be modified or amended by virtue of the merger, and all of the outstanding capital stock of Girod shall be cancelled and extinguished by virtue of the merger;

**FURTHER RESOLVED**, that the President, any Vice-President, the Secretary, and Assistant Secretary, or any one of them acting alone, be and each of them is hereby authorized and empowered, for, in the name of, and on behalf of Reily Foods to execute, acknowledge, certify, deliver, record, and file (a) copies of the certificate of ownership, or such similar instrument as many be required by the laws of Delaware, with all such changes, additions, deletions, and alterations (not in conflict with the provisions of the preceding resolutions) as may be approved, in his absolute discretion, by the officer who executes the same, (b) resolutions, as sole shareholder of Girod, approving the transactions authorized herein, and (c) all such other documents, certificates, letters, acknowledgments, receipts, instruments, and agreements as may be deemed necessary or convenient in connection with the implementation and closing of the merger by such officer or officers in his, her or their absolute discretion;

**FURTHER RESOLVED**, that the President, any Vice-President, or any Secretary or Assistant Secretary of Reily Foods, or any one of them acting alone, be and each of them is hereby authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect said merger and authorized and empowered, for, in the name of, and on behalf of Reily Foods to retain such counsel, accountants, and other advisors as they in their sole discretion shall deem necessary or appropriate in order to carry out the intents and purposes of the foregoing resolutions; and

**FURTHER RESOLVED**, that the merger shall become effective at 11:59 p.m. Eastern Time on December 31, 2008.

**FOURTH:** Anything herein or elsewhere to the contrary notwithstanding this merger may be amended or terminated and abandoned by the Board of Directors of **REILY FOODS**

**COMPANY** at any time prior to the time that this merger filed with the Secretary of State of Delaware becomes effective.

**IN WITNESS WHEREOF, REILY FOODS COMPANY** has caused this certificate to be signed by David T. Darragh, its President, this 15<sup>th</sup> day of December, 2008, but effective December 31, 2008.

**REILY FOODS COMPANY**

By:

  
\_\_\_\_\_  
**DAVID T. DARRAGH**  
**PRESIDENT**