

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Clif Bar & Co.		12/18/2007	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Clif Bar & Company
Street Address:	1610 Fifth Street
City:	Berkeley
State/Country:	CALIFORNIA
Postal Code:	94710
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 105

Property Type	Number	Word Mark
Registration Number:	3664113	1 SHOT
Registration Number:	3477534	1/2 SHOT
Registration Number:	3669829	2 SHOTS
Registration Number:	2855042	BEYOND THE PODIUM
Registration Number:	2945915	BUILDER'S
Registration Number:	2935586	CHERRY COVERED CHOCOLATE
Registration Number:	2089042	CLIF
Registration Number:	2573420	CLIF BAR
Registration Number:	2143787	CLIF BAR
Registration Number:	3523359	CLIF BAR GREEN NOTES
Registration Number:	2920792	CLIF BAR PACE TEAM
Registration Number:	3370059	CLIF KID
Registration Number:	3345539	CLIF KID
Registration Number:	3435303	CLIF KID

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**TRADEMARK
 REEL: 004071 FRAME: 0647**

Registration Number:	3477333	CLIF KID ORGANIC TWISTED FRUIT
Registration Number:	3437088	CLIF KID SPLASHERS
Registration Number:	3366788	CLIF KIDS
Registration Number:	3450901	CLIF MOJO
Registration Number:	3391725	CLIF MOJO
Registration Number:	3391724	CLIF MOJO
Registration Number:	3391729	CLIF MOJO
Registration Number:	3391726	CLIF MOJO
Registration Number:	3175120	CLIF NECTAR
Registration Number:	3175218	CLIF NECTAR - THE ESSENCE OF SIMPLE
Registration Number:	3029171	CLIF SHOT
Registration Number:	3362186	CLIF SHOT
Registration Number:	3148793	CLIF ZBAR
Registration Number:	3226696	CLIFCRUNCH
Registration Number:	2946979	COCOA DIPPED DOUBLE DECKER CRISP BAR
Registration Number:	3172294	COOKIES 'N CREAM DELIGHT
Registration Number:	2558445	COOL MINT CHOCOLATE
Registration Number:	3336213	COOL TAG
Registration Number:	3584461	CRAMP BUSTER
Registration Number:	2938945	GRAVITY FED
Registration Number:	3523358	GREEN NOTES
Registration Number:	3384001	GREENNOTES
Registration Number:	3364531	HYDRATING KIDS IN MOTION
Registration Number:	3387084	HYDRATION FOR WOMEN
Registration Number:	3362201	LEMONZEST
Registration Number:	2491560	LEMONZEST
Registration Number:	2740720	LITTER LEASH
Registration Number:	3435304	LUNA
Registration Number:	2582744	LUNA
Registration Number:	3391728	LUNA
Registration Number:	3153280	LUNA CHIX
Registration Number:	3350887	LUNA ELIXIR
Registration Number:	3064298	LUNA MOM'S CLUB
Registration Number:	3216972	
Registration Number:	3517412	LUNA SPORT

Registration Number:	3283672	LUNA SUNRISE
Registration Number:	3232305	
Registration Number:	3315638	LUNA TEA CAKES
Registration Number:	3284611	
Registration Number:	2669967	LUNAFEST
Registration Number:	3226697	LUNAPRO
Registration Number:	2939853	MOJO
Registration Number:	3391727	MOJO
Registration Number:	2941780	MOJO MOUNTAIN MIX
Registration Number:	2941779	MOJO NOT YOUR ORDINARY SNACK BAR
Registration Number:	3391730	MOJO
Registration Number:	3342262	MORNING NUTRITION FOR WOMEN
Registration Number:	3324403	NECTAR
Registration Number:	3246159	
Registration Number:	3155226	NOT YOUR ORDINARY SNACK
Registration Number:	3554622	NOURISHING KIDS IN MOTION
Registration Number:	3339651	NUTRITION FOR SUSTAINED ENERGY
Registration Number:	2441680	NUTRITION FOR SUSTAINED ENERGY
Registration Number:	2416447	NUTZ OVER CHOCOLATE
Registration Number:	3007236	OUT AND ABOUT TOGETHER
Registration Number:	2807508	PEANUT TOFFEE BUZZ
Registration Number:	3255484	RAZZ
Registration Number:	2966557	RAZZ SORBET
Registration Number:	3339509	CLIF SHOT
Registration Number:	2985516	RRIPL3
Registration Number:	2989482	RRIPL3
Registration Number:	3437889	SALTY NEVER TASTED SO SWEET
Registration Number:	3159965	SB19 COMPLIANT GUARDING AGAINST CHILD OBESITY WITHIN CALIFORNIA SCHOOLS
Registration Number:	2089043	SHOT
Registration Number:	3057646	SHOT BLOKS
Registration Number:	2891856	SUPPORT FOR EVERY LEVEL OF RUNNER
Registration Number:	2991628	SWEET DREAMS
Registration Number:	3310033	TAKE A LUNA MOMENT
Registration Number:	3133804	THE NATURAL ENERGY BAR

Registration Number:	3203140	THE NATURAL PERFORMANCE ENHANCER
Registration Number:	2518024	THE WHOLE NUTRITION BAR FOR WOMEN
Registration Number:	3016257	WHEN WORK FEELS LIKE A WORKOUT
Registration Number:	3128895	CLIFPRO
Registration Number:	3090033	START GLOBAL COOLING
Registration Number:	2938934	BIG SHOT
Registration Number:	2973864	COLA BUZZZZ
Registration Number:	3128924	GO MANGO
Registration Number:	3003655	MMM...CHOCOLATE
Registration Number:	2963979	MOCHA MOCHA
Registration Number:	2812026	THE ICE SERIES
Registration Number:	2962266	VIVA VANILLA
Registration Number:	2970690	COMMUNITYEFFECTINGCULTURECHANGEENVIRONMENT
Registration Number:	2956269	THE ENTIRELY NATURAL PROTEIN BAR
Registration Number:	3230623	WHOLE NUTRITION FOR WOMEN
Serial Number:	77162351	CLIF SHOT ROKS
Serial Number:	77143685	CRAMP BUSTER
Serial Number:	78838364	CRAN-RAZZ
Serial Number:	78478457	FOOD MATTERS
Serial Number:	77250641	LUNA SPORT MOONS
Serial Number:	78638628	NOT TOO SALTY NOT TOO SWEET
Serial Number:	78540149	WHITE ROAD/RED ROAD

CORRESPONDENCE DATA

Fax Number: (415)576-0300
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 415.576.0200
Email: ajm@townsend.com
Correspondent Name: Anthony J. Malutta
Address Line 1: Townsend and Townsend and Crew LLP
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ATTORNEY DOCKET NUMBER:	017119
NAME OF SUBMITTER:	Anthony J. Malutta
Signature:	/Anthony J. Malutta/

Date:

10/01/2009

Total Attachments: 3

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ENDORSED - FILE
in the office of the Secretary of State
of the State of California

DEC 21 2007

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CLIF BAR & CO.

GARY J. ERICKSON and BRUCE LYMBURN certify that:

STATEMENT 1. They are the Chairman of the Board and Secretary, respectively, of CLIF BAR & CO., a California corporation.

STATEMENT 2. The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

ARTICLE I.
NAME

The name of the corporation is CLIF BAR & COMPANY.

ARTICLE II.
AUTHORIZED PURPOSES

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III.
CAPITAL STOCK

A. The corporation is authorized to issue one class of stock to be designated as "Common Stock." The total number of shares which this corporation is authorized to issue is One Million (1,000,000) shares.

B. Of the authorized shares of Common Stock, two hundred thousand (200,000) shares will be designated as Series A Voting Common Stock and eight hundred thousand (800,000) shares will be designated as Series B Non-Voting Common Stock.

C. The rights, preferences, privileges and restrictions granted to or imposed upon the respective series of shares of Common Stock or holders thereof are identical except the holders of the Series A Voting Common Stock have the exclusive voting rights and power of the corporation, including the exclusive right to notice of shareholders meetings. The holders of shares of the Series B Non-Voting Common Stock, as such, are not entitled to any voting powers whatsoever,

except as may be required by law.

D. Upon the effective date of these Amended and Restated Articles of Incorporation, each outstanding share of the common stock of this corporation will be converted into twenty (20) shares of Series A Voting Common Stock and eighty (80) shares of Series B Non-Voting Common Stock.

**ARTICLE IV.
INDEMNIFICATION OF DIRECTORS AND AGENTS**

Section IV(A) Directors. The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

Section IV(B) Agents. The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to the corporation and its shareholders, through Bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the limits on such excess indemnification set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the corporation and its shareholders.


Section IV(C) Duration. Any repeal or modification of this Article IV shall only be prospective and shall not affect the rights under this Article IV in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

STATEMENT 3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the Board of Directors.

STATEMENT 4. The foregoing Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the Corporations Code. The total number of outstanding shares of the corporation is 3,000 shares of Common Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%), and the vote of approval was unanimous.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct to our knowledge.

Date: December 18, 2007



Gary J. Erickson, Chairman of the Board



Bruce Lymburn, Secretary

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