

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/26/2009

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
B & E Poultry, Inc.		12/22/2009	INC. ASSOCIATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	B & E Poultry, Inc.
Street Address:	154 W. Main Street
Internal Address:	P.O. Box 39
City:	Fredericksburg
State/Country:	PENNSYLVANIA
Postal Code:	17026
Entity Type:	INC. ASSOCIATION: PENNSYLVANIA

**PROPERTY NUMBERS Total: 8**

Property Type	Number	Word Mark
Registration Number:	2686500	NUGGET OF TRUTH
Registration Number:	2693132	THE EXCELLENT CHICKEN
Registration Number:	3382372	LOVE ME TENDER
Registration Number:	3275884	JUICY, NOT JUICED
Registration Number:	1474328	
Registration Number:	1473359	BELL & EVANS
Registration Number:	1444306	
Registration Number:	0562032	

**CORRESPONDENCE DATA**

Fax Number: (610)889-3696  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

**900155414**

**TRADEMARK  
 REEL: 004154 FRAME: 0607**

**CH \$215.00 2686500**

Email: berwynipdocket@barley.com  
Correspondent Name: Salvatore Anastasi  
Address Line 1: 1000 Westlakes Drive  
Address Line 2: Suite 275  
Address Line 4: Berwyn, PENNSYLVANIA 19312

ATTORNEY DOCKET NUMBER:	9758-0115
NAME OF SUBMITTER:	Salvatore Anastasi
Signature:	/sa/
Date:	02/23/2010

Total Attachments: 5  
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STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
DOMESTIC CORPORATION INTO  
FOREIGN CORPORATION

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of each constituent corporation is B & E Poultry, Inc., a Pennsylvania corporation, and B & E Poultry, Inc., a Delaware corporation.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

**THIRD:** The name of the surviving corporation is B & E Poultry, Inc., a Pennsylvania corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

**FIFTH:** The merger is to become effective on December 26, 2009.

**SIXTH:** The Agreement of Merger is on file at 154 W. Main Street, PO Box 39, Fredericksburg, PA 17026, the place of business of the surviving corporations.

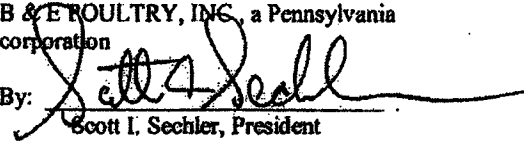
**SEVENTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

**EIGHTH:** The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit of other proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 154 W. Main Street, PO Box 39, Fredericksburg, PA 17026.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 22nd day of December, A.D., 2009.

B & E ROULTRY, INC. a Pennsylvania corporation

By:

A handwritten signature in black ink, appearing to read "Scott I. Sechler", written over a horizontal line.

Scott I. Sechler, President

2779396

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**EXHIBIT A**  
**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER is made as of December 22, 2009, by and between **B & E POULTRY, INC.**, a corporation organized and existing under the laws of the Commonwealth of Pennsylvania ("PA Entity" or sometimes herein "Surviving Entity"), and **B & E POULTRY, INC.**, a corporation and existing under the laws of the State of Delaware ("DE Entity").

**BACKGROUND**

WHEREAS, PA entity is a Pennsylvania corporation organized and existing under Pennsylvania law, its Articles of Incorporation having been filed in the Office of the Secretary of State of the Commonwealth of Pennsylvania on December 22, 2009; and

WHEREAS, DE entity is a Delaware corporation organized and existing under Delaware law, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on August 15, 1995; and

WHEREAS, in all respects, the respective directors and shareholders, as applicable, of PA Entity and DE Entity deem it advisable and to the advantage, welfare and best interests of such corporations to merge DE Entity with and into PA Entity pursuant to the provisions of the Pennsylvania Business Corporation Law of 1988, upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants hereinafter contained, and intending to be legally bound, the parties hereto agree as follows:

1. **Merger.** Upon and subject to all the terms and conditions set forth in this Agreement and Plan of Merger, DE Entity shall merge with and into PA Entity, which shall survive and continue to do business under the name B & E Poultry, Inc.
2. **Effective Date.** The merger shall be effective on December 26, 2009, which date shall be referred to hereinafter as the "Effective Time of the Merger."
3. **Certificate of Incorporation of Surviving Entity.** On the Effective Time of the Merger, the Articles of Incorporation of PA Entity, shall be the Articles of Incorporation of Surviving Entity until further amended as provided in accordance with the provisions thereof.
4. **Bylaws of Surviving Entity.** On the Effective Time of the Merger, the Bylaws of PA Entity shall be the Bylaws of Surviving Entity until further amended in accordance with the provisions thereof.
5. **Directors and Officers of Surviving Entity.** On the Effective Time of the Merger, the members of the Board of Directors and the principal officers of Surviving Entity shall be identical to the Board of Directors and principal officers of DE Entity prior to the merger.

6. **Conversion of DE Entity's Stock to Stock of Surviving Entity.** The manner and bases of converting the issued and outstanding shares of DE Entity into shares of PA Entity upon the Effective Time of the Merger, shall be that the shareholders of DE Entity shall receive shares of PA Entity identical to the number and rights of shares then held by each shareholder in DE Entity.

7. **Effect of Merger.** On the Effective Time of the Merger:

(a) DE Entity shall be merged with and into Surviving Entity and shall cease to exist;

(b) all the property, real, personal and mixed, all franchises, and all debts due on whatever account to DE Entity, including causes of action belonging to DE Entity, shall be transferred to and vested in Surviving Entity without further act or deed;

(c) Surviving Entity shall be responsible for all liabilities and obligations of DE Entity and Surviving Entity. Liens upon the property of DE Entity shall not be impaired by the merger and any claim existing or action or proceeding pending by or against DE Entity may be prosecuted to judgment as if such merger had not taken place or Surviving Entity may be substituted in DE Entity's place; and

(d) all taxes, penalties and other governmental accounts claimed against DE Entity but not settled, assessed or determined prior to the merger shall be settled, assessed or determined against Surviving Entity and shall be a lien against the franchises and property, both real and personal, of Surviving Entity to the extent required by law.

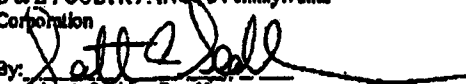
8. **Principal Office.** The location of the principal office of Surviving Entity shall be 154 West Main Street, Fredericksburg, PA 17026.

IN WITNESS WHEREOF, DE Entity and PA entity have caused this Agreement and Plan of Merger to be executed on their behalf by their duly authorized officers as of the day and year first above written.

B & E POULTRY, INC., a Delaware Corporation

By:   
Scott I. Sechler, President

B & E POULTRY, INC. a Pennsylvania Corporation

By:   
Scott I. Sechler, President