

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/10/2009

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Innovative Cereal Systems, L.L.C.		08/10/2009	LIMITED LIABILITY COMPANY:

**RECEIVING PARTY DATA**

Name:	AB Mauri Food Inc.
Street Address:	1350 Timberlake Manor Parkway, Suite 550
City:	Chesterfield
State/Country:	MINNESOTA
Postal Code:	63017
Entity Type:	CORPORATION: CALIFORNIA

**PROPERTY NUMBERS Total: 9**

Property Type	Number	Word Mark
Registration Number:	2179125	INNOVATIVE CEREAL SYSTEMS
Registration Number:	2179126	
Registration Number:	2181087	INNOVATIVE CEREAL SYSTEMS
Registration Number:	2191800	SOFTASE
Registration Number:	2345682	ROL-SPRING
Registration Number:	2369260	ROTOX
Registration Number:	2474460	FERMENTASE
Registration Number:	2669689	BRINGING YOU TOMORROW'S TECHNOLOGY TODAY
Registration Number:	2765009	BRINGING YOU TOMORROW'S TECHNOLOGY TODAY

**CORRESPONDENCE DATA**

Fax Number: (503)595-5301

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

**900157219**

**TRADEMARK  
 REEL: 004168 FRAME: 0187**

**OP \$240.00 2179125**

Phone: (503) 595-5300  
Email: ptotmdocket@klarquist.com  
Correspondent Name: David P. Petersen  
Address Line 1: One World Trade Center, Ste 1600  
Address Line 2: 121 SW Salmon Street  
Address Line 4: Portland, OREGON 97204

ATTORNEY DOCKET NUMBER:	5232-84923-01
NAME OF SUBMITTER:	David P. Petersen
Signature:	/David P. Petersen/
Date:	03/16/2010

Total Attachments: 5  
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**State of California**  
**Secretary of State**

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 21 2009

*Debra Bowen*

DEBRA BOWEN  
Secretary of State

SEP -1 2009

**AGREEMENT OF MERGER**

This AGREEMENT OF MERGER (this "Agreement") is entered into as of August 17, 2009, between AB Mauri Food Inc., a California corporation ("AB Mauri"), and Innovative Cereal Systems, L.L.C., an Oregon limited liability company ("ICS"). AB Mauri and ICS are sometimes collectively referred to in this Agreement as the "Constituent Corporations".

**RECITALS**

- A. AB Mauri is a corporation organized and existing under the laws of the State of California.
- B. ICS is a limited liability company organized and existing under the laws of the State of Oregon and is a wholly owned subsidiary of AB Mauri.
- C. The Board of Directors and sole shareholder of AB Mauri and the Manager and sole member of ICS have determined it to be advisable and in the best interests of AB Mauri and ICS, as the case may be, that ICS be merged into AB Mauri (the "Merger") so that AB Mauri will be the surviving entity in the Merger as authorized by the laws of the State of California and the State of Oregon and pursuant to the terms and conditions of this Agreement.
- D. The Board of Directors and sole shareholder of AB Mauri and the Manager and sole member of ICS have approved the Merger on the terms and conditions set forth in this Agreement and have approved this Agreement.

**AGREEMENTS**

In consideration of the foregoing recitals and conditions set forth herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

**1. MERGER**

1.1 Filing. Articles of Merger shall be filed with the Secretary of State of the State of Oregon and the Certificate of Merger shall be filed with the Secretary of State of the State of California at the time specified in this Agreement.

1.2 Effectiveness. The Merger shall become effective as prescribed by law (the "Effective Time").

1.3 Merger at the Effective Time. ICS shall be merged into AB Mauri (the "Surviving Corporation") and the separate existence of ICS shall thereupon cease. At the

Effective Time, the Surviving Corporation shall succeed to all of the rights, privileges, powers and property of ICS and assume all debts, liabilities and duties of ICS.

**2. CANCELLATION OF ICS MEMBERSHIP INTERESTS**

On the Effective Date, as a result of the Merger and without any action by the holders thereof, all of the membership interests of ICS outstanding immediately prior to the Merger and all rights in respect thereof shall be cancelled by virtue of the Merger and without any action on the part of the holder thereof. The outstanding shares of the common stock of Surviving Corporation, and the certificates representing such shares, shall be unaffected by the Merger.

**3. DOCUMENTS, DIRECTORS AND OFFICERS**

3.1 Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of AB Mauri in effect at the Effective Time shall, at and after the Effective Time, continue to be the Articles of Incorporation and Bylaws, respectively, of the Surviving Corporation.

3.2 Directors and Officers. The directors and officers of AB Mauri in effect at the Effective Time shall, at and after the Effective Time, continue to be the directors and officers, respectively, of the Surviving Corporation.

This Agreement may be executed in counterparts, the sum of which shall constitute one document.

IN WITNESS WHEREOF, the parties hereto have entered into and signed this Agreement as of the date and year first above written.

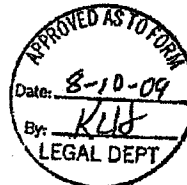
**AB MAURI FOOD INC.**

By: AS Armstrong  
Andrew Scott Armstrong, President

**INNOVATIVE CEREAL SYSTEMS, L.L.C.**

By: **AB MAURI FOOD INC., a California corporation, as Manager**

By: AS Armstrong  
Andrew Scott Armstrong, President



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**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**

Carmen Sciackitano and Kathy Hayek certify that:

1. They are the Senior Vice President and the Assistant Secretary, respectively, of AB Mauri Food Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation which equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There are two classes of shares and the number of shares outstanding entitled to vote on the merger is:

Class of Stock	Number of Shares Outstanding Entitled to Vote
Common Stock	49,179
Preferred Stock	140

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 of our own knowledge.

Date: 8/10/09, 2009

  
Carmen Sciackitano, Senior Vice President

  
Kathy Hayek, Assistant Secretary



State of California Secretary of State

OBE MERG

CERTIFICATE OF MERGER

(California Corporations Code sections 1113(g), 6019.1, 8019.1, 9640, 12540.1, 15678.4, 15911.14, 16915(b) and 17552)

IMPORTANT - Read all instructions before completing this form.

This Space For Filing Use Only

Table with 4 columns: 1. NAME OF SURVIVING ENTITY, 2. TYPE OF ENTITY, 3. CA SECRETARY OF STATE FILE NUMBER, 4. JURISDICTION. Includes entries for AB MAURI FOOD INC. and INNOVATIVE CEREAL SYSTEMS, L.L.C.

Table for principal terms of merger agreement, including surviving and disappearing entity details like class and number, and percentage vote required.

10. IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER, CHECK THE APPLICABLE STATEMENT. Includes checkboxes for 'No vote of the shareholders...' and 'The required vote of the shareholders...'.

11. IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, PROVIDE THE REQUISITE CHANGES (IF ANY) TO THE INFORMATION SET FORTH IN THE SURVIVING ENTITY'S ARTICLES OF ORGANIZATION...

12. IF A DISAPPEARING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, AND THE SURVIVING ENTITY IS NOT A DOMESTIC ENTITY OF THE SAME TYPE, ENTER THE PRINCIPAL ADDRESS OF THE SURVIVING ENTITY.

13. OTHER INFORMATION REQUIRED TO BE STATED IN THE CERTIFICATE OF MERGER BY THE LAWS UNDER WHICH EACH CONSTITUENT OTHER BUSINESS ENTITY IS ORGANIZED. ATTACH ADDITIONAL PAGES, IF NECESSARY. See Agreement of Merger attached hereto as Exhibit A

14. STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ENTITY IS AUTHORIZED TO EFFECT THE MERGER. ORS 63.481-63.497; CCC Title 1, Chapter 11 and Title 2.5, Chapter 12. 15. FUTURE EFFECTIVE DATE, IF ANY.

16. ADDITIONAL INFORMATION SET FORTH ON ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE PART OF THIS CERTIFICATE.

17. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

Signatures and titles of authorized persons for both surviving and disappearing entities, including Andrew Scott Armstrong, Kathy Hayek, and Andrew Armstrong.

