

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/15/2010		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Stinson Seafood (2001), Inc.		12/15/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Bumble Bee Holdings, Inc.		
Street Address:	9655 Granite Ridge Drive, Suite 100		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92123		
Entity Type:	CORPORATION: GEORGIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1615039	POSSUM BRAND	
CORRESPONDENCE DATA			
Fax Number:	(212)455-2502		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(212) 455-7976		
Email:	ksolomon@stblaw.com		
Correspondent Name:	Mindy M. Lok, Esq.		
Address Line 1:	Simpson Thacher & Bartlett LLP		
Address Line 2:	425 Lexington Avenue		
Address Line 4:	New York, NEW YORK 10017		
ATTORNEY DOCKET NUMBER:	054453/0010		
NAME OF SUBMITTER:	Mindy M. Lok		
Signature:	/ml/		

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Date:

12/17/2010

Total Attachments: 11

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STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER

I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of 12/15/2010. Attached is a true and correct copy of the said filing.

Surviving Entity:

BUMBLE BEE HOLDINGS, INC., a Georgia Profit Corporation

Nonsurviving Entity/Entities:

STINSON SEAFOOD (2001), INC., a Delaware Non-Qualifying Entity

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on December 15, 2010



A handwritten signature in black ink, appearing to read "B: P. Kemp".

Brian P. Kemp
Secretary of State

TRADEMARK

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**CERTIFICATE OF MERGER OF
STINSON SEAFOOD (2001), INC.
AND BUMBLE BEE HOLDINGS, INC.**

Augusta, Richmond County, Georgia

I.

The Board of Directors of Stinson Seafood (2001), Inc., a Delaware corporation, and Bumble Bee Holdings, Inc., a Georgia corporation, have duly approved an Agreement and Plan of Merger (the "Plan of Merger").

II.

The name of the surviving corporation is Bumble Bee Holdings, Inc., a Georgia corporation.

III.

The Plan of Merger is on file at the principal place of business of Bumble Bee Holdings, Inc., which is located at 9655 Granite Ridge Drive, Suite 100, San Diego, CA 92123.

IV.

A copy of the Plan of Merger will be furnished by Bumble Bee Holdings, Inc., on request and without cost, to any shareholder of Stinson Seafood (2001), Inc.

V.

Since Stinson Seafood (2001), Inc. is the parent corporation owning 100% of the outstanding shares of stock of Bumble Bee Holdings, Inc., shareholder approval is not required for the merger in accordance with section 14-2-1104 of the Georgia Business Corporation Code (the "Code").

ADMIN/2/709204v2

State of Georgia
Merger 3 Page(s)



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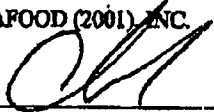
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VI.

Pursuant to the provisions of §14-2-1105.1 of the Code, the undersigned, President of BUMBLE BEE HOLDINGS, INC., hereby certifies to the Secretary of State that the request for publication of Notice of Merger and payment therefor will be made as required by §14-2-1105.1 of the Code.

STINSON SEAFOOD (2001), INC.

BY:



Christopher Lischewski
President and CEO

Attest:



Chris Hughes, Assistant Secretary

BUMBLE BEE HOLDINGS, INC.

BY:



Christopher Lischewski
President and CEO

Attest:



Chris Hughes, Assistant Secretary

Signature Page to Georgia Terminal Merger Certificate of Merger

2010 DEC 15 PM 3:33
SECRETARY OF STATE
CORPORATIONS DIVISION

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

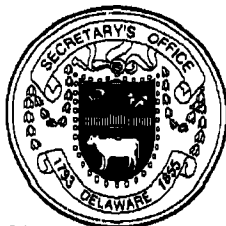
"STINSON SEAFOOD (2001), INC.", A DELAWARE CORPORATION, WITH AND INTO "BUMBLE BEE HOLDINGS, INC." UNDER THE NAME OF "BUMBLE BEE HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF GEORGIA, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF DECEMBER, A.D. 2010, AT 3:31 O'CLOCK P.M.

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

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8430974

DATE: 12-15-10

TRADEMARK
REEL: 004435 FRAME: 0744

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

STINSON SEAFOOD (2001), INC.

WITH AND INTO

BUMBLE BEE HOLDINGS, INC.

**(Pursuant to Section 253 of the
General Corporation Law of the State of Delaware)**

Stinson Seafood (2001), Inc., a Delaware corporation (the "Company"), does hereby certify on December 15, 2010 to the following facts relating to the merger of the Company with and into Bumble Bee Holdings, Inc., a Georgia corporation (the "Subsidiary"), with the Subsidiary remaining as the surviving corporation:

FIRST: The Company is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the laws of the State of Georgia.

SECOND: The Company owns all of the outstanding shares of capital stock of the Subsidiary.

THIRD: The Company, by resolutions duly adopted by the unanimous written consent of the Board of Directors of the Company, acting without a meeting pursuant to Section 141(f) of the DGCL, dated as of December 15, 2010, has determined to merge the Company with and into the Subsidiary pursuant to Section 253 of the DGCL, with the Subsidiary remaining as the surviving corporation (the "Terminal Merger"). A true copy of such resolutions is annexed hereto as Exhibit A and incorporated herein by reference. Said resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

FOURTH: The Terminal Merger has been approved by the written consent of the sole stockholder of the Company.

FIFTH: The articles of incorporation of Subsidiary as in effect immediately prior to the effective time of the Terminal Merger shall be the articles of incorporation of the surviving corporation.

SIXTH: Pursuant to Section 252(d) of the DGCL, the Subsidiary hereby agrees that it may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of any constituent corporation of the State of Delaware, as well as for enforcement of any obligation of the Subsidiary arising from the Terminal Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal

proceedings pursuant to the provisions of Section 262 of the DGCL, and hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware is as follows: Bumble Bee Holdings, Inc., 9655 Granite Ridge Drive, Suite 100, San Diego, CA 92123.

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IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer on the date first above written.

STINSON SEAFOOD (2001), INC.

By: 

Name: Christopher Lischewski

Title: President and CEO

Signature Page to Delaware Terminal Merger Certificate of Merger

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EXHIBIT A

Resolutions of the Board of Directors of the Company

The undersigned, constituting the entire board of directors (the "Board") of Stinson Seafood (2001), Inc., a Delaware corporation (the "Corporation"), acting without a meeting pursuant to Section 141(f) of the Delaware General Corporation Law (as amended, the "DGCL"), does hereby take the following actions and adopt the following resolutions by unanimous written consent:

WHEREAS, pursuant to the Agreement and Plan of Merger, dated as of the date hereof (the "Consolidated Merger Agreement"), among the Corporation, Bumble Bee Acquisition Corp., a Delaware corporation ("BBAC") and Bumble Bee Holdings, Inc., a Georgia corporation ("BB Holdings"), it is desired that (i) BBAC merge with and into the Corporation, with the Corporation continuing as the surviving corporation (the "Migratory Merger") and (ii) immediately after the consummation of the Migratory Merger, the Corporation merge with and into BB Holdings, with BB Holdings continuing as the surviving corporation (the "Terminal Merger"), following which mergers the obligations of each of BBAC and the Corporation will become the obligations of BB Holdings; and

WHEREAS, the Board has been presented with the Consolidated Merger Agreement.

NOW THEREFORE, BE IT HEREBY RESOLVED, that the Board deems it advisable and in the best interests the Corporation and the sole stockholder of the Corporation for the Corporation to enter into the Consolidated Merger Agreement, the Migratory Merger, the Terminal Merger and each of the other transactions contemplated thereby and perform all its obligations pursuant thereto; and further

APPROVAL OF THE CONSOLIDATED MERGER AGREEMENT

RESOLVED, that the Board hereby adopts and approves the form, terms and provisions of the Consolidated Merger Agreement and declares it advisable; and further

RESOLVED, that the Consolidated Merger Agreement be submitted to the sole stockholder of the Corporation for its approval; and further

RESOLVED, that the officers of the Corporation (each, and "Officer") be, and each of them hereby is, authorized and directed to execute and deliver, on behalf of the Corporation, the Consolidated Merger Agreement, with such changes, deletions and additions thereto as such Officer executing and delivering the same shall approve, such execution and delivery to be conclusive evidence of such approval, and the performance by the Corporation of its obligations thereunder (including, without limitation, the filing of the Migratory Merger Certificate of Merger, the Delaware Terminal Merger Certificate of Merger and the Georgia Terminal Merger Certificate of Merger (each as defined below) with the proper officials of the State of Delaware and the State of Georgia, as applicable) and the consummation of the

transactions contemplated thereby or necessary or incidental thereto be, and each of them hereby is, in all respects, authorized and approved; and further

MERGER OF BBAC INTO THE CORPORATION

RESOLVED, that, subject to the receipt of the prior approval of the Consolidated Merger Agreement by the sole stockholder of the Corporation, the Migratory Merger shall be effective upon the filing of the duly executed Certificate of Merger for the Migratory Merger (the "Migratory Merger Effective Time", and such certificate, the "Migratory Merger Certificate of Merger"), pursuant to the requirements of the DGCL, with the proper officials of the State of Delaware; and further

RESOLVED, that by virtue of the Migratory Merger and without any action on the part of the holder thereof, (i) each share of stock of the Corporation that is outstanding immediately prior to the Migratory Merger Effective Time shall become be cancelled and cease to exist and (ii) each share of stock of BBAC that is outstanding immediately prior to the Migratory Merger Effective Time shall be converted into and shall become one share of common stock of the Corporation, held by the person who was the holder of such share of common stock of BBAC immediately prior to the Migratory Merger; and further

MERGER OF THE CORPORATION WITH AND INTO BB HOLDINGS

RESOLVED, that, subject to the receipt of the prior approval of the Consolidated Merger Agreement by the sole stockholder of the Corporation, the Terminal Merger shall be effective upon the filing of the duly executed Certificate of Merger for the Terminal Merger (the "Terminal Merger Effective Time", and such certificate, the "Delaware Terminal Merger Certificate of Merger"), pursuant to the requirements of the DGCL, and the duly executed Certificate of Merger for the Terminal Merger (the "Georgia Terminal Merger Certificate of Merger"), pursuant to the requirements of the Georgia Business Corporation Code, with the proper officials of the State of Delaware and the State of Georgia, respectively, and such filings shall be made immediately after the effectiveness of the Migratory Merger; and further

RESOLVED, that by virtue of the Terminal Merger and without any action on the part of the holder thereof, (i) each share of stock of BB Holdings that is outstanding immediately prior to the Terminal Merger Effective Time shall become be cancelled and cease to exist and (ii) each share of stock of the Corporation that is outstanding immediately prior to the Terminal Merger Effective Time shall be converted into and shall become one share of common stock of BB Holdings, held by the person who was the holder of such share of common stock of the Corporation immediately prior to the Terminal Merger.

U.S. Trademark Registrations:

Registration Number	Trademark
1,615,039	POSSUM BRAND