

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Citrus Packing LLC		10/08/2010	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Paramount Citrus LLC
Street Address:	11444 W. Olympic Blvd., 10th Floor
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90064
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	0077328	BEAR BRAND
Registration Number:	0177083	
Registration Number:	0375506	BLUE GOOSE
Registration Number:	1157519	CORSAGE
Registration Number:	0177558	GOLD BUCKLE
Registration Number:	1515674	GOLD CUP
Registration Number:	0551503	QUAIL
Registration Number:	0202453	SEA GULL
Registration Number:	0166513	SUPERBA

CORRESPONDENCE DATA

Fax Number: (310)966-5758

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

900181288

**TRADEMARK
 REEL: 004452 FRAME: 0778**

CH \$240.00 0077328

Phone: 310-966-5726
Email: lpowell@roll.com
Correspondent Name: LaTunda Powell
Address Line 1: 11444 W. Olympic Blvd., 10th Floor
Address Line 4: Los Angeles, CALIFORNIA 90064

ATTORNEY DOCKET NUMBER:	115539
NAME OF SUBMITTER:	LaTunda Powell, Trademark Administrator
Signature:	/lpowell/
Date:	01/13/2011

Total Attachments: 6

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Delaware

PAGE 1

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:

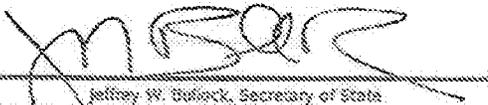
"CITRUS PACKING LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "CITRUS HOLDINGS LLC" UNDER THE NAME OF "CITRUS HOLDINGS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF OCTOBER, A.D. 2010, AT 5:01 O'CLOCK P.M.

3286490 8100M

100981918

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8280678

DATE: 10-11-10

TRADEMARK
REEL: 004452 FRAME: 0780

CERTIFICATE OF MERGER

MERGING

CITRUS PACKING LLC
a Delaware limited liability company

INTO

CITRUS HOLDINGS LLC
a Delaware limited liability company

(PURSUANT TO SECTION 18-209 OF THE
DELAWARE LIMITED LIABILITY COMPANY ACT)

Citrus Holdings LLC, a Delaware limited liability company (the "Company"), does hereby certify that:

FIRST: The name and state of formation of each of the constituent entities of the merger is as follows:

<u>NAME</u>	<u>STATE OF FORMATION</u>
Citrus Packing LLC	Delaware
Citrus Holdings LLC	Delaware

SECOND: An Agreement of Merger between the parties to the merger has been approved and executed by each of the constituent entities in accordance with the requirements of Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: The name of the surviving corporation of the merger is Citrus Holdings LLC.

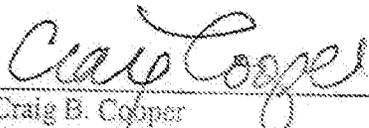
FOURTH: The effective date of the Merger shall be October 8, 2010.

FIFTH: The executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is 11444 West Olympic Boulevard, 10th Floor, Los Angeles, California 90064.

SIXTH: A copy of the Agreement of Merger will be furnished by the Company, on request and without cost to any member or any person holding an interest of any constituent entity.

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be executed by its duly authorized officer this 8th day of October, 2010.

CITRUS HOLDINGS LLC
a Delaware limited liability company

By: 
Name: Craig B. Colner
Title: Senior Vice President, Chief Legal
Officer and Secretary

Delaware

PAGE 1

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:

"CITRUS HOLDINGS LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "PARAMOUNT CITRUS LLC" UNDER THE NAME OF "PARAMOUNT CITRUS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2010, AT 11:31 O'CLOCK P.M.

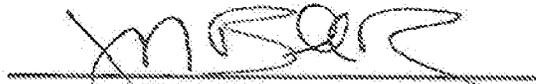
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2011.

4916986 8100M

101220290

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8455678

DATE: 12-28-10

TRADEMARK
REEL: 004452 FRAME: 0783

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:21 AM 12/21/2010
FILED 11:31 PM 12/21/2010
SRV 101229290 - 4916385 FILE

CERTIFICATE OF MERGER

MERGING

CITRUS HOLDINGS LLC
a Delaware limited liability company

INTO

PARAMOUNT CITRUS LLC
a Delaware limited liability company

(PURSUANT TO SECTION 18-209 OF THE
DELAWARE LIMITED LIABILITY COMPANY ACT)

Paramount Citrus LLC, a Delaware limited liability company (the "Company"),
does hereby certify that:

FIRST: The name and state of formation of each of the constituent entities
of the merger is as follows:

<u>NAME</u>	<u>STATE OF FORMATION</u>
Citrus Holdings LLC	Delaware
Paramount Citrus LLC	Delaware

SECOND: An Agreement of Merger between the parties to the merger has
been approved and executed by each of the constituent entities in accordance with the
requirements of Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: The name of the surviving limited liability company of the merger
is Paramount Citrus LLC.

FOURTH: The effective date of the Merger shall be January 1, 2011.

FIFTH: The executed Agreement of Merger is on file at an office of the
surviving limited liability company, the address of which is 11444 West Olympic
Boulevard, 10th Floor, Los Angeles, California 90064.

SIXTH: A copy of the Agreement of Merger will be furnished by the
Company, on request and without cost to any member or any person holding an interest
of any constituent entity.

{043260.1}

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be executed by its duly authorized officer.

PARAMOUNT CITRUS LLC,
a Delaware limited liability company

By: _____


Name: Craig B. Cooper
Title: Manager

Signature Page to Certificate of Merger