

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------|----------|----------------|-------------------------------------|
| New PFI LLC | | 12/21/2010 | LIMITED LIABILITY COMPANY: DELAWARE |

RECEIVING PARTY DATA

| | |
|-----------------|-------------------------------------|
| Name: | Paramount Farms International 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: 14

| Property Type | Number | Word Mark |
|----------------------|----------|-----------------------|
| Serial Number: | 85082512 | WONDERFUL MINIALMONDS |
| Registration Number: | 3907815 | WONDERFUL |
| Registration Number: | 3907814 | WONDERFUL |
| Registration Number: | 3443097 | WONDERFUL |
| Serial Number: | 77738501 | EXERCISE NUT |
| Serial Number: | 77738440 | WORKOUT NUT |
| Registration Number: | 3882294 | WONDERFUL PISTACHIOS |
| Registration Number: | 3842741 | GET CRACKIN' |
| Serial Number: | 77835057 | |
| Registration Number: | 3784763 | WONDERFUL |
| Registration Number: | 3463342 | WONDERFUL PISTACHIOS |
| Registration Number: | 2761540 | |

900185374

**TRADEMARK
 REEL: 004489 FRAME: 0140**

CH \$365.00 85082512

| | | |
|----------------------|---------|-----------------|
| Registration Number: | 2290089 | GOLDEN ORCHARDS |
| Registration Number: | 1742420 | GOLDEN ORCHARDS |

CORRESPONDENCE DATA

Fax Number: (310)966-5758
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 310-966-5126
Email: lpowell@roll.com
Correspondent Name: LaTunda Powell, Trademark Administrator
Address Line 1: 11444 W. Olympic Blvd., 10th Floor
Address Line 4: Los Angeles, CALIFORNIA 90069

| | |
|-------------------------|------------------|
| ATTORNEY DOCKET NUMBER: | 115539 |
| NAME OF SUBMITTER: | LaTunda Powell |
| Signature: | /LaTunda Powell/ |
| Date: | 03/02/2011 |

Total Attachments: 3
source=Merger#page1.tif
source=Merger#page2.tif
source=Merger#page3.tif

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:

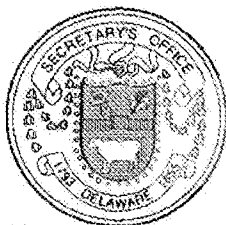
"NEW PFI LLC", A DELAWARE LIMITED LIABILITY COMPANY,
WITH AND INTO "PARAMOUNT FARMS INTERNATIONAL LLC" UNDER THE NAME OF "PARAMOUNT FARMS INTERNATIONAL LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2010, AT 11:40 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.

4869419 8100M

101220321

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8455820

DATE: 12-28-10

TRADEMARK
REEL: 004489 FRAME: 0142

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:21 PM 12/21/2010
FILED 11:40 PM 12/21/2010
SRV 101220321 - 4869419 FILE

CERTIFICATE OF MERGER

MERGING

NEW PFI LLC
a Delaware limited liability company

INTO

PARAMOUNT FARMS INTERNATIONAL LLC
a Delaware limited liability company

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

Paramount Farms International 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> |
|-----------------------------------|---------------------------|
| New PFI LLC | Delaware |
| Paramount Farms International 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 LLC of the merger is Paramount Farms International 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 LLC, 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.

{043304.1}

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

PARAMOUNT FARMS INTERNATIONAL
LLC,
a Delaware limited liability company

By: 
Name: Craig B. Cooper
Title: Manager

Signature Page to Certificate of Merger