

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2011		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	CF FOODS LLC		12/22/2011
			LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	CF FOODS HOLDING CORPORATION		
Street Address:	One Robert Rich Way		
City:	Buffalo		
State/Country:	NEW YORK		
Postal Code:	14213		
Entity Type:	CORPORATION: GEORGIA		
PROPERTY NUMBERS Total: 3			
	Property Type	Number	Word Mark
	Serial Number:	85150653	CELEBRATION BRANDS
	Serial Number:	85161513	C
	Registration Number:	3437823	CELEBRATION FOODS
CORRESPONDENCE DATA			
Fax Number:	(716)626-0366		
Email:	swright@idealawyers.com		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Correspondent Name:	Ellen S. Simpson		
Address Line 1:	5555 Main Street		
Address Line 4:	Williamsville, NEW YORK 14221		
NAME OF SUBMITTER:	Ellen S. Simpson		
Signature:	/Ellen S. Simpson/		

OP \$90.00 85150653

Date:

03/01/2012

Total Attachments: 3

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# STATE OF GEORGIA

## Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Drive

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 12/31/2011. Attached is a true and correct copy of the said filing.

Surviving Entity:

**CF FOODS HOLDING CORPORATION**, a Georgia Profit Corporation

Nonsurviving Entity/Entities:

**CF FOODS LLC**, a Delaware Limited Liability Company

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on December 31, 2011



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

Brian P. Kemp  
Secretary of State

**CERTIFICATE OF MERGER**  
**CF FOODS LLC**  
**INTO**  
**CF FOODS HOLDING CORPORATION**

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Pursuant to the provisions of the Georgia Business Corporation Code, the undersigned entities adopt the following Certificate of Merger:

1. The constituent entities to this merger are as follows (the "Constituent Entities"): CF Foods LLC, a Delaware limited liability company, and CF Foods Holding Corporation, a Georgia corporation.
2. The surviving corporation is CF Foods Holding Corporation, which shall continue its existence under that name.
3. The articles of incorporation of CF Foods Holding Corporation shall be the articles of incorporation of the surviving corporation without change.
4. The executed agreement and plan of merger is on file at the office of CF Foods Holding Corporation, the surviving corporation, at One Robert Rich Way, Buffalo, New York 14213.
5. A copy of the agreement and plan of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of CF Foods Holding Corporation or any member of CF Foods LLC.
6. The merger was authorized by the Board of Directors and Shareholders of CF Foods Holding Corporation and the Board of Directors and Members of CF Foods LLC.
7. A request for publication of a Notice of Merger, a Notice of Merger and a publishing fee of \$40.00 have been mailed or delivered to an authorized newspaper, as required by Section 1105.1 of the Georgia Business Corporation Code.
8. This merger shall be effective as of 11:58 p.m. Eastern Standard Time on December 31, 2011.

State of Georgia  
Expedite Merger 3 Page(s)



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**TRADEMARK**

**REEL: 004728 FRAME: 0072**

IN WITNESS WHEREOF, this instrument has been duly executed by the Constituent Entities as of the 22<sup>nd</sup> day of December 2011.

**CF FOODS HOLDING CORPORATION**

By: William E. Grieshaber, Jr.  
William E. Grieshaber, Jr., Secretary

**CF FOODS LLC**

By: William E. Grieshaber, Jr.  
William E. Grieshaber, Jr., Secretary

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SECRETARY OF STATE  
CORPORATIONS DIVISION  
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