

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/30/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Old Bay Company, LLC		11/30/2011	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	McCormick & Company, Incorporated
Street Address:	18 Loveton Circle
City:	Sparks
State/Country:	MARYLAND
Postal Code:	22152
Entity Type:	CORPORATION: MARYLAND

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	1671929	SALMON CLASSIC
Registration Number:	1528475	CRAB CAKE CLASSIC
Registration Number:	0429137	OLD BAY
Registration Number:	1679454	OLD BAY
Registration Number:	2940177	OLD BAY
Registration Number:	1790556	DIP & CRISP
Registration Number:	1679574	OLD BAY
Registration Number:	1671279	TUNA CLASSIC
Serial Number:	85288956	OLD BAY
Serial Number:	85308770	

CORRESPONDENCE DATA

Fax Number: (703)413-2220
Phone: 703-413-3000
Email: tmdocket@oblon.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Oblon, Spivak, McClelland, Maier & Neust
Address Line 1: 1940 Duke Street
Address Line 4: Alexandria, VIRGINIA 22314

ATTORNEY DOCKET NUMBER:	386729US56
NAME OF SUBMITTER:	Jordan S. Weinstein
Signature:	/jsw/
Date:	03/19/2012

Total Attachments: 12
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EXHIBIT A

<u>Trademark</u>	<u>Registration/Application No.</u>
CRAB CAKE CLASSIC	1,528,475
OLD BAY (Stylized)	429,137
OLD BAY	1,679,454
OLD BAY	2,940,177
DIP & CRISP	1,790,556
OLD BAY	1,679,574
TUNA CLASSIC	1,671,279
OLD BAY	85/288,956
OLD BAY CAN DESIGN	85/308,770

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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:

"AMPACCO, LLC", A MARYLAND LIMITED LIABILITY COMPANY,
"LAWRY'S FOODS LLC", A DELAWARE LIMITED LIABILITY COMPANY,
"OLD BAY COMPANY, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "MCCORMICK & COMPANY, INCORPORATED" UNDER THE NAME OF "MCCORMICK & COMPANY, INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MARYLAND, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 2011, AT 10:02 O'CLOCK A.M.

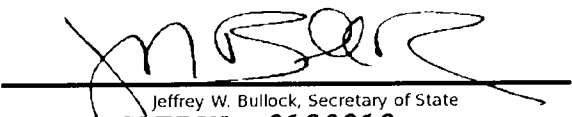
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF NOVEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.

5070681 8100M

111229413



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9180212

DATE: 11-28-11

TRADEMARK
REEL: 004738 FRAME: 0971

State of Maryland
Department of
Assessments and Taxation



Martin O'Malley
Governor

Robert E. Young
Director

Paul B. Anderson
Administrator

Charter Division

Date: 11/29/2011

CORPORATION SERVICE COMPANY
STE 1660
7 ST. PAUL STREET
BALTIMORE MD 21202

THIS LETTER IS TO CONFIRM ACCEPTANCE OF THE FOLLOWING FILING:

ENTITY NAME : MCCORMICK & COMPANY, INCORPORATED
DEPARTMENT ID : D00148189
TYPE OF REQUEST : ARTICLES OF MERGER
DATE FILED : 11-28-2011
TIME FILED : 02:14 PM
RECORDING FEE : \$100.00
EXPEDITED FEE : \$70.00
COPY FEE : \$26.00
FILING NUMBER : 1000362002551382
CUSTOMER ID : 0002673947
WORK ORDER NUMBER : 0003890527

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT
IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK
ORDER NUMBER ON ANY INQUIRIES.

Charter Division
Baltimore Metro Area (410) 767-1350
Outside Metro Area (888) 246-5941

301 West Preston Street-Room 801-Baltimore, Maryland 21201-2395
Telephone (410)767-4950 / Toll free in Maryland (888)246-5941
MRS (Maryland Relay Service) (800)735-2258 TTY/Voice- Fax (410)333-7097
Website: www.dat.state.md.us

0007389724

CACCP1

TRADEMARK
REEL: 004738 FRAME: 0972

ENTITY TYPE: ORDINARY BUSINESS - STOCK
STOCK: Y
CLOSE: U
PRINCIPAL OFFICE: 18 LOVETON CIRCLE
P.O. BOX 6000
SPARKS MD 21152-6000
RESIDENT AGENT: CSC-LAWYERS INCORPORATING SERVICE COMPANY
7 ST. PAUL STREET, SUITE 1660
BALTIMORE MD 21202

COMMENTS:
THIS AMENDMENT RECORD INDICATES THE MERGER INVOLVING THE FOLLOWING ENTITIES:
SURVIVOR:
(D00148189) MCCORMICK & COMPANY, INCORPORATED.

MERGED ENTITIES:
LAWRY'S FOODS LLC (A DE LLC).
OLD BAY COMPANY, LLC (A DE LLC).
(W12254827) AMPACCO, LLC.

EFFECTIVE DATE: 11/30/2011 AT 11:59 P.M.

CERTIFICATE OF MERGER
OF
LAWRY'S FOODS LLC
(a Delaware limited liability company)
AND
OLD BAY COMPANY, LLC
(a Delaware limited liability company)
AND
AMPACCO, LLC
(a Maryland limited liability company)
INTO
MCCORMICK & COMPANY, INCORPORATED
(a Maryland corporation)

Under Title 6, Section 18-209 of the Delaware Limited Liability Company Act

The undersigned hereby certify that:

1. The name and jurisdiction of formation or organization of each of the domestic limited liability companies and other business entities which are to merge are as follows:
 - (i) Lawry's Foods LLC, which is a limited liability company organized under the laws of the State of Delaware ("**Lawry's**"); and
 - (ii) Old Bay Company, LLC, which is a limited liability company organized under the laws of the State of Delaware ("**Old Bay**"); and
 - (iii) Ampacco, LLC, which is a limited liability company organized under the laws of the State of Maryland ("**Ampacco**"); and
 - (iv) McCormick & Company, Incorporated, which is a corporation incorporated under the laws of the State of Maryland ("**McCormick**").
2. An Agreement and Articles of Merger has been approved and executed by each of the business entities which is to merge.
3. The surviving corporation in the merger is McCormick.
4. The future effective time of the merger is 11:59 p.m. on November 30, 2011.

5. An executed copy of the Agreement and Articles of Merger is on file at the following office of the surviving corporation:

McCormick & Company, Incorporated
18 Loveton Circle
Sparks, Maryland 21152
Attention: General Counsel

6. A copy of the Agreement and Articles of Merger will be furnished by the surviving corporation, on request and without cost, to any member of Lawry's, Old Bay or Ampacco or to any stockholder of McCormick.

7. McCormick, as the surviving corporation, agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of Lawry's or Old Bay, as well as for enforcement of any obligation of McCormick arising from the merger, and hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such action, suit or proceeding. 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:

McCormick & Company, Incorporated
18 Loveton Circle
Sparks, Maryland 21152
Attention: General Counsel

Signed on November 23, 2011.

MCCORMICK & COMPANY, INCORPORATED

By: 

Name: Kenneth Stickevers
Title: President - U.S. Consumer Products
Division

Effective Date
11/30/11
at 11:59 PM

AGREEMENT AND ARTICLES OF MERGER

OF

LAWRY'S FOODS LLC
(a Delaware limited liability company)

AND

OLD BAY COMPANY, LLC
(a Delaware limited liability company)

AND

AMPACCO, LLC
(a Maryland limited liability company)

INTO

MCCORMICK & COMPANY, INCORPORATED
(a Maryland corporation)

THIS AGREEMENT AND ARTICLES OF MERGER (these "Articles of Merger") are made as of November 23, 2011, by and among LAWRY'S FOODS LLC, a Delaware limited liability company ("Lawry's"), OLD BAY COMPANY, LLC, a Delaware limited liability company ("Old Bay"), AMPACCO, LLC, a Maryland limited liability company ("Ampacco"), and MCCORMICK & COMPANY, INCORPORATED, a Maryland corporation ("McCormick").

FIRST: Each of Lawry's, Old Bay, Ampacco and McCormick, being all of the entities that are party to these Articles of Merger, do hereby agree to effect a merger of said entities upon the terms and conditions herein set forth.

SECOND: The successor or surviving corporation in the merger is McCormick, which is a corporation incorporated in the State of Maryland under the provisions of the Maryland General Corporation Law with its principal office in the State of Maryland located in Baltimore County, and which will continue its corporate existence under its present name pursuant to the provisions of the Maryland General Corporation Law.

THIRD: The three entities to be merged into McCormick pursuant to these Articles of Merger are as follows:

(i) Lawry's is a limited liability company formed in the State of Delaware, which was formed under the Delaware Limited Liability Company Act on July 8, 2008 under the name "LF Acquisition LLC," and the existence of which will cease at the effective time of the merger in accordance with the provisions of the Delaware Limited Liability Company Act. The principal office of Lawry's in the State of Maryland is located in Baltimore County. Lawry's owns no interest in land in the State of Maryland. Lawry's is not qualified to do business as a foreign limited liability company in the State of Maryland.

B# 1456186 v.2

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the 6 page document on file in this office. DATED: 11-29-2011

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: Calme Austin, Custodian

This stamp replaces our previous certification system. Effective: 6/96

(ii) Old Bay is a limited liability company which was incorporated under the Delaware General Corporation Law on September 6, 1985, and converted to a Delaware limited liability company on December 1, 2007, and the existence of which will cease at the effective time of the merger in accordance with the provisions of the Delaware Limited Liability Company Act. The principal office of Old Bay in the State of Maryland is located in Baltimore County. Old Bay owns no interest in land in the State of Maryland. Old Bay is not qualified to do business as a foreign limited liability company in the State of Maryland.

(iii) Ampacco is a limited liability company formed in the State of Maryland, which was formed under the Maryland Limited Liability Company Act on November 30, 2007, and the existence of which will cease at the effective time of the merger in accordance with the provisions of the Maryland Limited Liability Company Act. The principal office of Ampacco in the State of Maryland is located in Baltimore County. Ampacco owns no interest in land in the State of Maryland.

FOURTH: No amendments to the charter or bylaws of McCormick are to be effected as part of the merger.

FIFTH: The authorized share structure at the time of execution of these Articles of Merger of McCormick, which is the sole corporation party to these Articles of Merger, is as follows:

Total number of shares of all classes:	<ul style="list-style-type: none"> • 640,030,000 shares
Number and par value of shares of each class having par value:	<ul style="list-style-type: none"> • 30,000 shares Preferred Stock, par value \$100
Number of shares of each class without par value:	<ul style="list-style-type: none"> • 320,000,000 shares Voting Common Stock, no par value • 320,000,000 shares Non-Voting Common Stock, no par value
Aggregate par value of all shares with par value:	<ul style="list-style-type: none"> • \$3,000,000

SIXTH: At the time of execution of these Articles of Merger, the class and percentage of membership interests in each of the limited liability companies party to these Articles of Merger is as follows:

(i) Lawry's has a single class of membership interest, representing 100% of its issued and outstanding membership interests, and McCormick is the sole member of Lawry's, holding 100% of such issued and outstanding membership interests.

(ii) Old Bay has a single class of membership interest, representing 100% of its issued and outstanding membership interests, and McCormick is the sole member of

Old Bay, holding 100% of such issued and outstanding membership interests.

(iii) Ampacco has a single class of membership interest, representing 100% of its issued and outstanding membership interests, and McCormick is the sole member of Ampacco, holding 100% of such issued and outstanding membership interests.

SEVENTH: At the effective time of the merger, the issued and outstanding limited liability company membership interests in each of Lawry's, Old Bay and Ampacco shall each be cancelled, and no consideration of any kind shall be given therefor.

EIGHTH: At the effective time of the merger, the issued shares of McCormick capital stock shall not be affected in any way, but each issued share of capital stock of McCormick shall continue to evidence one corresponding share of capital stock of the successor or surviving corporation.

NINTH: The terms and conditions of the merger provided for in these Articles of Merger have been advised, authorized and approved by each corporation and limited liability company party to these Articles of Merger in the manner and by the vote required by its charter and the laws of the place where it is organized, as follows:

(i) The Board of Directors of McCormick approved the merger described in these Articles of Merger by the vote of a majority of the entire Board of Directors at a meeting duly held on November 22, 2011, at which a quorum was present and voting throughout. As the merger will not reclassify, change the terms of or increase the number of outstanding shares of any class or series of McCormick stock, nor amend the certificate of incorporation of McCormick, such consent of the Board of Directors of McCormick is sufficient for McCormick to approve these Articles of Merger under Section 3-105(a)(5)(i) of the Maryland General Corporation Law.

(ii) The Board of Directors and Sole Member of Lawry's approved the merger described in these Articles of Merger by a joint unanimous written consent in lieu of meeting dated as of November 10, 2011, in accordance with Sections 3.1.4 and 3.2 of the Limited Liability Company Agreement of Lawry's dated as of September 4, 2008.

(iii) The Board of Directors and Sole Member of Old Bay approved the merger described in these Articles of Merger by a joint unanimous written consent in lieu of meeting dated as of November 10, 2011, in accordance with Sections 3.1.4 and 3.2 of the Limited Liability Company Agreement of Old Bay dated as of December 1, 2007.

(iv) The Board of Directors and Sole Member of Ampacco approved the merger described in these Articles of Merger by a joint unanimous written consent in lieu of meeting dated as of November 10, 2011, in accordance with Sections 3.1.4 and 3.2 of the Limited Liability Company Agreement of Ampacco (under the name "AMP Merger Sub LLC") dated as of November 29, 2007.

TENTH: The directors and officers of McCormick at the effective time of the merger shall be the members of the Board of Directors and the officers of the successor or surviving corporation, all of whom shall hold their directorships and offices until the election and

qualification of their respective successors or until their tenure is otherwise terminated in accordance with McCormick's bylaws.

ELEVENTH: McCormick, as the successor or surviving corporation, shall promptly (i) execute articles of merger satisfying the requirements of the Maryland General Corporation Law and the Maryland Limited Liability Company Act and cause such articles to be filed with the Secretary of State of the State of Maryland and (ii) execute a certificate of merger satisfying the requirements of the Delaware General Corporation Law and cause such certificate to be filed with the Secretary of State of the State of Delaware.

TWELFTH: The proper officers of each of Lawry's, Old Bay, Ampacco and McCormick shall execute, acknowledge, deliver and perform any and all other agreements, instruments, certificates and other documents, pay such fees and taxes, give such notices, make such filings, obtain such governmental and third-party consents, and take such actions in the name and on behalf of Lawry's, Old Bay, Ampacco and McCormick as such persons may deem necessary or advisable to effectuate any of the provisions of these Articles of Merger or of the merger provided for herein.

THIRTEENTH: The merger described in these Articles of Merger shall be effective as of 11:59 p.m. on November 30, 2011.

IN WITNESS WHEREOF, these Articles of Merger are hereby signed, as of the date first set forth above, for and on behalf of McCormick by its Vice-President, who does hereby acknowledge that these Articles of Merger are the act of such corporation, and who does hereby state under the penalties for perjury that the matters and facts set forth therein with respect to authorization and approval of said merger are true in all material respects to the best of his knowledge, information, and belief; and these Articles of Merger are hereby signed, as of the date first set forth above, for and on behalf of each of Lawry's, Old Bay and Ampacco by an authorized person, each of whom does hereby acknowledge that said Articles of Merger are the act of said limited liability company, and each of whom does hereby state under the penalties for perjury that the matters and facts stated therein with respect to authorization and approval of said merger are true in all material respects to the best of his knowledge, information, and belief.

McCORMICK & COMPANY, INCORPORATED

By: 

Name: Kenneth Stickevers
Title: President - U.S. Consumer Products
Division

Attest:

WG Carpenter
W. Geoffrey Carpenter, Secretary

LAWRY'S FOODS LLC

By: Kenneth M. Stickevers
Name: Kenneth Stickevers
Title: Vice President

Attest:

WG Carpenter
W. Geoffrey Carpenter, Secretary

OLD BAY COMPANY, LLC

By: Kenneth M. Stickevers
Name: Kenneth Stickevers
Title: Chairman and President

Attest:

WG Carpenter
W. Geoffrey Carpenter, Secretary

AMPACCO, LLC

By: Kenneth M. Stickevers
Name: Kenneth Stickevers
Title: Chairman and President

Attest:

WG Carpenter
W. Geoffrey Carpenter, Secretary

CUST ID: 0002673947
WORK ORDER: 0003890527
DATE: 11-29-2011 12:32 PM
AMT. PAID: \$196.00

