

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/30/2012		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Ripon Foods, Inc.		09/30/2012	CORPORATION: WISCONSIN
Sugar Kake Cookie Inc.		09/30/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Bremner Food Group, Inc.		
Street Address:	800 Market Street		
Internal Address:	Suite 2900		
City:	St. Louis		
State/Country:	MISSOURI		
Postal Code:	63101		
Entity Type:	CORPORATION: NEVADA		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	0904801	CAROUSEL	
Registration Number:	1897667	CHIPS A PLENTY	
Registration Number:	1637047	CONFETTI	
Registration Number:	1245551	FUDGE FLUFFS	
Registration Number:	0756501	RIPPIN' GOOD	
Registration Number:	1637726	STRIPED DAINTIES	
Registration Number:	4134376	STRIPED DAINTIES	
Serial Number:	85637577	MINIBITS	
Registration Number:	1508441	SUGAR KAKE	
CORRESPONDENCE DATA			

CH \$240.00 0904801

Fax Number:

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

Phone: 314-877-7501

Email: mshostet@ralcorp.com

Correspondent Name: Mark S. Hostetler

Address Line 1: 800 Market Street

Address Line 2: Suite 2900

Address Line 4: St. Louis, MISSOURI 63101

ATTORNEY DOCKET NUMBER:	RIPON/SUGARKAKETOBREMNER
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NAME OF SUBMITTER:	Mark S. Hostetler
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Signature:	/Mark S. Hostetler/
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Date:	11/13/2012
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Total Attachments: 16

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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 OWNERSHIP, WHICH MERGES:

"RIPON FOODS, INC.", A WISCONSIN CORPORATION,

"SUGAR KAKE COOKIE INC.", A DELAWARE CORPORATION,

WITH AND INTO "BREMNER FOOD GROUP, INC." UNDER THE NAME OF "BREMNER FOOD GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEVADA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2012, AT 4:50 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2012.


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

5218879 8100M

121076619



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9881619

DATE: 09-28-12

TRADEMARK
REEL: 004899 FRAME: 0144

CORPORATION SERVICE COMPANY

www.cscglobal.com

CSC- Wilmington
Suite 400
2711 Centerville Road
Wilmington, DE 19808
800-927-9800
302-636-5454 (Fax)

Matter# 0338566

Order# 359374-90

Project Id :

Order Date 09/26/2012

Entity Name: BREMNER FOOD GROUP, INC.

Jurisdiction: NV - Secretary of State

Request for: Domestic Merger Filing

File#: C2160-1994

File Date: 09/28/2012

Result: Filed

Ordered by PAULA L. ROBINSON at BRYAN CAVE LLP

Thank you for using CSC. For real-time 24 hour access to the status of any order placed with CSC, access our website at www.cscglobal.com.

If you have any questions concerning this order or CSCGlobal, please feel free to contact us.

Karin Dunn
kdunn@cscinfo.com

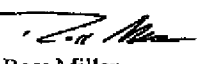
The responsibility for verification of the files and determination of the information therein lies with the filing officer; we accept no liability for errors or omissions.



140103



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-6708
Website: www.nvsos.gov

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number 00003678529-60 Filing Date and Time 09/28/2012 9:00 AM Entity Number C2160-1994
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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 1

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Articles of Merger (Pursuant to NRS Chapter 92A)

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):

☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

Sugar Kake Cookie Inc.

Name of merging entity

Delaware

Jurisdiction

corporation

Entity type *

Ripon Foods, Inc.

Name of merging entity

Wisconsin

Jurisdiction

corporation

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

Bremner Food Group, Inc.

Name of surviving entity

Nevada

Jurisdiction

corporation

Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 1
Revised: 8-31-11

TRADEMARK
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ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
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(775) 684-5708
Website: www.nvsos.gov

Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 2

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- 2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn:

c/o:

- 3) Choose one:

☐

The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).

☒

The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

- 4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):

☐

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from the appropriate section of article four.

- (a) Owner's approval was not required from

Sugar Kake Cookie Inc.

Name of merging entity, if applicable

Ripon Foods Inc.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Bremner Food Group, Inc.

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 2
Revised: 8-31-11



ROSS MILLER
Secretary of State
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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 3

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(b) The plan was approved by the required consent of the owners of *:

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 3
Revised: 8-31-11

TRADEMARK
REEL: 004899 FRAME: 0148



ROSS MILLER
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204 North Carson Street, Suite 1
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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 4

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 4
Revised: 8-31-11



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Secretary of State
204 North Carson Street, Suite 1
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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 5

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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

NA

6) Location of Plan of Merger (check a or b):

☐

(a) The entire plan of merger is attached;

or,

☒

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date: September 30, 2012

Time: 11:59 p.m. EDT

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 5
Revised: 8-31-11

TRADEMARK
REEL: 004899 FRAME: 0150



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 6

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8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*

☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

Sugar Kake Cookie, Inc.

Name of merging entity

X

Signature

Secretary

Title

9/27/12

Date

Ripon Foods, Inc.

Name of merging entity

X

Signature

Secretary

Title

9/27/12

Date

Name of merging entity

X

Signature

Title

Date

Name of merging entity

X

Signature

Title

Date

and,

Bremner Food Group, Inc.

Name of surviving entity

X

Signature

Secretary

Title

9/27/12

Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 6
Revised: 8-31-11

different address for such process, in which case the duplicate copy of such process be mailed to the last address so designated.

IN WITNESS WHEREOF, said parent corporation has caused this certificate to be signed by an authorized officer the 27th day of September, 2012.

BREMNER FOOD GROUP, INC.

By



Gregory A. Bilhartz, Secretary

CERTIFICATE OF OWNERSHIP
MERGING
SUGAR KAKE COOKIE INC.
(a Delaware corporation)
AND
RIPON FOODS, INC.
(a Wisconsin corporation)
INTO
BREMNER FOOD GROUP, INC.
(a Nevada corporation)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware

It is hereby certified that:

1. Bremner Food Group, Inc. (hereinafter sometimes referred to as the "Company") was incorporated on February 9, 1994, pursuant to Chapter 78 of the Nevada Revised Statutes.

2. Bremner Food Group, Inc. is the owner of all of the issued and outstanding shares of the stock of (i) Sugar Kake Cookie Inc., a corporation incorporated on March 25, 1998 pursuant to the General Corporation Law of the State of Delaware and (ii) Ripon Foods, Inc., a corporation incorporated on February 3, 1930 pursuant to Chapter 180 of the Wisconsin statutes.

3. On September 27, 2012, the Board of Directors of Bremner Food Group, Inc. duly adopted the following resolutions:

NOW THEREFORE BE IT RESOLVED, that the merger of Sugar Kake Cookie Inc. with and into the Company be and hereby is approved;

FURTHER RESOLVED, that the merger of Ripon Foods, Inc. with and into the Company be and hereby is approved.

4. Each of the mergers are to become effective at 11:59 p.m. EDT on September 30, 2012.

5. The name of the surviving corporation is Bremner Food Group, Inc. The surviving corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of Sugar Kake Cookie Inc. arising from the merger, including the rights of any dissenting stockholders thereof, and hereby irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings and agrees that service of any such process may be made by personally delivering to and leaving with such Secretary of State of the State of Delaware duplicate copies of such process; and hereby authorizes the Secretary of State of the State of Delaware to send forthwith by registered mail one of such duplicate copies of such process addressed to it at: Attention: General Counsel, 800 Market Street, St. Louis, Missouri 63101, unless said surviving corporation shall hereafter designate in writing to such Secretary of State of the State of Delaware a

CORPORATION SERVICE COMPANY

www.cscglobal.com

CSC- Wilmington
Suite 400
2711 Centerville Road
Wilmington, DE 19808
800-927-9800
302-636-5454 (Fax)

Matter# 0338566

Project Id :

Order# 359374-95

Order Date 09/26/2012

Entity Name: BREMNER FOOD GROUP, INC.

Jurisdiction: WI - Secretary of State

Request for: Domestic Merger Filing

File Date: 09/28/2012

Result: Filed

Ordered by PAULA L. ROBINSON at BRYAN CAVE LLP

Thank you for using CSC. For real-time 24 hour access to the status of any order placed with CSC, access our website at www.cscglobal.com.

If you have any questions concerning this order or CSCGlobal, please feel free to contact us.

Karin Dunn
kdunn@cscinfo.com

The responsibility for verification of the files and determination of the information therein lies with the filing officer; we accept no liability for errors or omissions.

Sec. 180.11045 and
180.1105, Wis.
Stats.

STATE OF WISCONSIN
12 SEP 2012

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



ARTICLES OF MERGER Domestic and Foreign For-Profit Corporations

1. Non-Surviving Parties to the Merger:

Corporation Name: Ripon Foods, Inc.	Organized under the laws of Wisconsin <hr/> (state or country)
--	---

Does the above named non-surviving party have a fee simple ownership interest in any Wisconsin real estate?

☒ Yes ☐ No

If yes, the surviving corporation is required to file a report with the Wisconsin Department of Revenue under sec. 73.14 of the Wisconsin Statutes. (See instructions.)

Corporation Name: Sugar Kake Cookie, Inc.	Organized under the laws of Delaware <hr/> (state or country)
--	--

Does the above named non-surviving party have a fee simple ownership interest in any Wisconsin real estate?

☐ Yes ☒ No

If yes, the surviving corporation is required to file a report with the Wisconsin Department of Revenue under sec. 73.14 of the Wisconsin Statutes. (See instructions.)

Schedule more non-surviving parties as an additional page and indicate whether the non-surviving party has a fee simple ownership interest in any Wisconsin real estate.

2. Surviving Corporation:

Corporation Name: Bremner Food Group, Inc.	STATE OF WISCONSIN FILED OCT - 1 2012 DEPARTMENT OF FINANCIAL INSTITUTIONS	Organized under the laws of Nevada <hr/> (state or country)
---	--	--

3. Indicate below if the surviving corporation is an indirect wholly owned subsidiary or parent:

☐ The surviving corporation is a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent and the merger was approved in accordance with sec. 180.11045 and the requirements of sec. 180.11045(2) have been satisfied.

☒ The surviving corporation is not a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent.

FILING FEE - \$150.00

DFI/CORP/2001(C06/06)

1

4. The plan of merger has been approved and adopted by each corporation that is a party to the merger as required under sec. 180.1103 or 180.1104, Wis. Stats., as applicable.

5. A. The articles of incorporation of the surviving corporation are amended as follows:

OR

B. If there are no amendments, indicate the name of the corporation that is a party to the merger whose articles of incorporation will be the articles of incorporation of the surviving corporation:

Bremner Food Group, Inc.

6. The executed plan of merger is on file at the principal place of business of the surviving corporation.

7. The surviving corporation will provide a copy of the plan of merger, upon request and without cost, to any shareholder of a corporation that was a party to the merger or, upon payment to the surviving corporation of an amount equal to the cost of producing the copy, to any other interested person.

8. (OPTIONAL) Effective Date and Time of Merger


These articles of merger, when filed, shall be effective on 9/30/12 (date) at 11:59pm EDT (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by sec.180.0123.

9. Executed on September 27, 2012 (date) by the surviving corporation on behalf of all parties to the merger.

Mark (X) below the title of the person executing the document.

Title: ☐ President OR ☒ Secretary
or other officer title _____



Gregory A. Billhartz
(Printed Name)

STATE OF WISCONSIN
FILED
OCT - 1 2012
DEPARTMENT OF
FINANCIAL INSTITUTIONS

This document was drafted by: Elizabeth Minogue at Bryan Cave LLP
(Name the individual who drafted the document)

DFI/CORP/2001(C06/06)

2

Fee simple ownership interest ☐ Yes ☐ No (for DFI use only)

ARTICLES OF MERGER

Domestic and Foreign Business Corporations

Enter your return address within the bracket above.
Phone number during the day: () _____ - _____

INSTRUCTIONS (Ref. Sec. 180.11045 and 180.1105, Wis. Stats. for document content)

Submit one original and one exact copy along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the "Department of Financial Institutions". Filing fee is non-refundable. Sign the document manually or otherwise allowed under 180.0103(16).		
Mailing Address: Department of Financial Institutions Division of Corporate & Consumer Services P O Box 7846 Madison WI 53707-7846	Physical Address for Express Mail: Department of Financial Institutions Division of Corporate & Consumer Services 345 W. Washington Ave - 3 rd Fl. Madison WI 53703	Phone: 608-261-7577 FAX: 608-267-8813 TTY: 608-266-8818

NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the corporation name and state or country of organization of each non-surviving party to the merger. Definitions of foreign entity types are set forth in sec. 180.0103 (9), Wis. Stats. Select yes or no to indicate whether the non-surviving party has a fee simple ownership interest in any Wisconsin real estate. See sec. 73.14 and 77.25, Wis. Stats., or contact the Wisconsin Department of Revenue at (608)266-1594 for questions regarding fee simple ownership interest and the filing requirements with that department.
2. Enter the corporation name (prior to any amendment to change the name) and state or country of organization of the surviving corporation.
3. Indicate whether the surviving corporation is an indirect wholly owned subsidiary or parent. See sec. 180.11045, Wis. Stats. for requirements. See sec. 180.11045(1)(b), Wis. Stats. for definition.
4. This statement is required per sec. 180.1105 (1)(cm) of the Wis. Stats.
5. A. OR B. Indicate any amendments to the articles of incorporation of the surviving corporation in section A. If there are no amendments, indicate the name of the corporation that is a party to the merger whose articles of incorporation will be the articles of incorporation of the surviving corporation in section B.
6. This statement is required per sec. 180.1105(f) of the Wis. Stats.
7. This statement is required per sec. 180.1105(g) of the Wis. Stats.
8. (Optional) If the merger is to take effect at a time other than the close of business on the day the articles of merger are delivered to the department for filing, state the effective date or date and time. An effective date may not be earlier than the date the document is delivered to the Department of Financial Institutions, nor a date more than 90 days after its delivery.
9. Enter the date of execution and the name and title of the person signing the document. If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

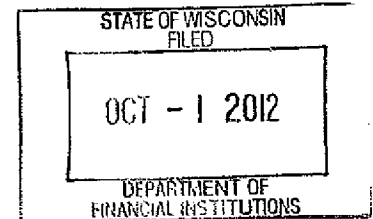
PLAN OF MERGER

merging

RIPON FOODS, INC.
(a Wisconsin corporation)
and
SUGAR KAKE COOKIE INC.
(a Delaware corporation)

with and into

BREMNER FOOD GROUP, INC.
(a Nevada corporation)




1. Bremner Food Group, Inc., a Nevada corporation ("Survivor") and the owner of all of the issued and outstanding shares of stock of Ripon Foods, Inc., a Wisconsin corporation and Sugar Kake Cookie Inc., a Delaware corporation (collectively referred to as the "Subsidiaries"), is the survivor.
2. All of the property, rights, privileges, leases, patents, and any and all interest to other property, real or other, and other privileges of the Subsidiaries are to be transferred to and become the property of Survivor. The respective officers of the Subsidiaries are duly authorized to execute any and all documents as may be necessary to effectuate the transfer of ownership to Survivor, including but not limited to, deed assignments, lease agreement, and all other agreements.
3. Each of the members of the board of directors and each of the officers of Survivor shall continue in his or her respective office until his or her successor is duly elected and qualified under the provisions of the bylaws of Survivor.
4. Survivor shall not issue any of its shares for the issued and outstanding shares of the Subsidiaries. All of the issued and outstanding shares of the Subsidiaries shall, upon the effective date of the merger, be cancelled. The issued and outstanding shares of Survivor shall not be converted, but each share which is issued and outstanding as of the effective date of the merger shall continue to represent one (1) issued share of Survivor.
5. The Articles of Incorporation of Survivor shall not be amended by virtue of this merger.
6. The merger is to become effective at 11:59 p.m. EDT on September 30, 2012.


[signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be duly executed as of the date and year written below.


BREMNER FOOD GROUP, INC.

By: 
Name: Gregory A. Billhartz
Title: Secretary
Date: September 27, 2012

RIPON FOODS, INC.

By: 
Name: Gregory A. Billhartz
Title: Secretary
Date: September 27, 2012

SUGAR KAKE COOKIE INC.

By: 
Name: Gregory A. Billhartz
Title: Secretary
Date: September 27, 2012

