

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/27/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Harvest Manor Farms, LLC		09/27/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Flavor House Products, Inc.
Street Address:	800 Market Street
Internal Address:	Suite 2900
City:	St. Louis
State/Country:	MISSOURI
Postal Code:	63101
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	1353099	
Registration Number:	1348344	
Registration Number:	0658838	ALL AMERICAN
Registration Number:	2084375	GO BANANAS
Registration Number:	3602890	HARVEST MANOR FARMS
Registration Number:	1342973	HOODY'S
Registration Number:	2440575	HOUSE OF ALMONDS SAN JOAQUIN VALLEY, CALIFORNIA
Registration Number:	0796038	LA-NUT
Registration Number:	3646030	MANOR CREEK NATURALS
Registration Number:	2002632	ORIGINAL NUT HOUSE BRANDS
Registration Number:	1936987	THE ORIGINAL NUT HOUSE

Registration Number:	0804819	TREAT TIME
Registration Number:	3341195	TROPICAL NUT CRUNCH
Registration Number:	3810260	SHANGHAI SENSATION

CORRESPONDENCE DATA

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:	HARVEST TO FLAVOR HOUSE
NAME OF SUBMITTER:	Mark S. Hostetler
Signature:	/Mark S. Hostetler/
Date:	12/04/2012

Total Attachments: 2

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CERTIFICATE OF MERGER
OF
HARVEST MANOR FARMS, LLC
(a Delaware limited liability company)
INTO
FLAVOR HOUSE PRODUCTS, INC.
(a Delaware corporation)

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Flavor House Products, Inc., a Delaware corporation, and the name of the limited liability company being merged into this surviving corporation is Harvest Manor Farms, LLC, a Delaware limited liability company.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The name of the surviving corporation is Flavor House Products, Inc. The name of the surviving corporation is being amended to Nutcracker Brands, Inc.

FOURTH: The merger is to become effective on September 30, 2012 at 11:59 p.m. EDT.

FIFTH: The Agreement and Plan of Merger is on file at 800 Market Street, St. Louis, Missouri 63101, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH: The Certificate of Incorporation of the surviving corporation shall be amended and restated in its entirety to read as Exhibit A attached hereto.

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

FLAVOR HOUSE PRODUCTS, INC.

By



Gregory A. Billhartz, Secretary

Exhibit A

Restated Certificate of Incorporation of Nutcracker Brands, Inc. fka Flavor House Products, Inc.