

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM321494

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/29/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ZATECA FOODS, INC.		12/27/2013	CORPORATION:
TEASDALE QUALITY FOODS, INC.		12/27/2013	CORPORATION:
RECEIVING PARTY DATA			
Name:	TEASDALE QUALITY FOODS, INC.		
Street Address:	901 Packers Street		
Internal Address:	Box 814		
City:	Atwater		
State/Country:	CALIFORNIA		
Postal Code:	95301		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2155193	ZATECA	
Registration Number:	2345055	ELKHORN	
CORRESPONDENCE DATA			
Fax Number:	2123108007		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	212.310.8000		
Email:	Rachel.Trudeau@weil.com		
Correspondent Name:	Rachel Trudeau		
Address Line 1:	Weil, Gotshal & Manges LLP		
Address Line 2:	767 Fifth Avenue		
Address Line 4:	New York, NEW YORK 10153		
ATTORNEY DOCKET NUMBER:	74794.0035 RACHEL TRUDEAU		
NAME OF SUBMITTER:	Rachel Trudeau		
SIGNATURE:	/Rachel Trudeau/		
DATE SIGNED:	10/29/2014		

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Total Attachments: 5

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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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "TEASDALE FOODS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRD DAY OF AUGUST, A.D. 2011, AT 2:39 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2013, AT 1:55 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2013, AT 12:01 O'CLOCK P.M.

*CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2013, AT 1:56 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2013, AT 12:05 O'CLOCK P.M.

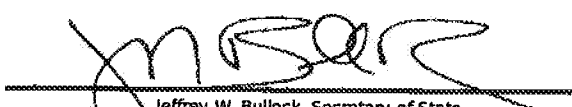
CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "TEASDALE QUALITY FOODS, INC." TO "TEASDALE FOODS, INC.", FILED THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2013, AT 1:57 O'CLOCK P.M.



5019792 8100H

141267636

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1761453

DATE: 10-07-14

TRADEMARK
REEL: 005389 FRAME: 0830

Delaware

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The First State

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2013, AT 12:10 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "TEASDALE FOODS, INC.".



5019792 8100H

141267636

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1761453

DATE: 10-07-14

TRADEMARK
REEL: 005389 FRAME: 0831

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ZATECA FOODS, INC.
(a Delaware corporation)

WITH AND INTO

TEASDALE QUALITY FOODS, INC.
(a Delaware corporation)

(PURSUANT TO SECTION 253 OF THE
GENERAL CORPORATION LAW OF DELAWARE)

Dated as of December 27, 2013

Teasdale Quality Foods, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Corporation was organized pursuant to the provisions of the General Corporation Law of the State of Delaware (the "DGCL"), on August 3, 2011.

SECOND: That the Corporation owns all of the issued and outstanding shares of the capital stock of Zateca Foods, Inc., a corporation organized and existing under of the laws of the State of Delaware ("Zateca").

THIRD: That on December 27, 2013, the Board of Directors (the "Board") of the Corporation adopted the following resolutions to merge Zateca with and into the Corporation:

RESOLVED, that the Corporation, pursuant to Section 253 of the DGCL, merges Zateca with and into itself (the "Zateca Merger"), and pursuant to the Zateca Merger, the Corporation shall possess of all the estate, property, rights, privileges and franchises and be subject to all of the debts, liabilities, obligations, restrictions, disabilities and duties of Zateca;

RESOLVED, that the proper officers of the Corporation be, and each of them acting alone hereby is, directed to make and execute a Certificate of Ownership and Zateca Merger setting forth a copy of the resolutions to merge Zateca with and into the Corporation and assume each of its liabilities and obligations as of the date of adoption of such resolutions, and to file the same in the office of the Secretary of State of the State of Delaware; and

RESOLVED, that the Board may amend or terminate the Zateca Merger at any time before the Certificate of Ownership and Merger becomes effective,

pursuant to Sections 251(d) and 253 of the DGCL;

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to take all such further action and to execute, deliver, certify and file all such further agreements, undertakings, certificates, instruments and documents, in the name of and on behalf of the Corporation, and to pay all such costs, fees and expenses as such proper officers shall approve as necessary or advisable to carry out the intent and accomplish the purpose of the foregoing resolutions and transactions contemplated thereby, the taking of such actions and the execution, delivery, certification and filing of such documents to be conclusive evidence of such approval;

RESOLVED, that any and all actions heretofore taken by any proper officer or proper officers of the Corporation in connection with the matters contemplated by the foregoing resolutions be, and they hereby are, adopted, approved, ratified and confirmed in all respects as fully as if such actions had been presented to the Board for approval prior to such actions being taken;

RESOLVED, that for purposes of the foregoing resolutions, the term "proper officers" shall include the Chairman, the Operating Executive, the Chief Executive Officer, the President, the Chief Financial Officer, the Executive Vice President, any Senior Vice President, any Vice President, the General Counsel, the Treasurer, the Secretary, the Controller, any Assistant Secretary, any Assistant Treasurer, or any of them; and

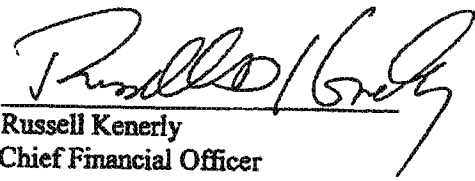
RESOLVED, that this written consent may be executed in more than one counterpart, including via facsimile transmission, each of which shall be deemed an original, but all of which together shall constitute a single instrument.

FOURTH: That this Certificate of Ownership and Merger and the merger provided for herein shall become effective as of 12:05 p.m. local time on December 29, 2013.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its authorized officer as of the date first written above.

TEASDALE QUALITY FOODS, INC.

By: 
Name: Russell Kenerly
Title: Chief Financial Officer