

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM321833

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2014

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Premier Protein, Inc.		10/01/2014	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Premier Nutrition Corporation
Street Address:	5905 Christie Avenue
City:	Emeryville
State/Country:	CALIFORNIA
Postal Code:	94608
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Serial Number:	75824400	PREMIER NUTRITION
Serial Number:	85281742	PREMIER N U T R I T I O N
Serial Number:	76283573	PREMIER NUTRITION
Serial Number:	85145755	PREMIER PROTEIN
Serial Number:	75919381	PREMIER PROTEIN
Serial Number:	85711670	PREMIER PROTEIN
Serial Number:	77546130	TITAN
Serial Number:	76443882	ROCKET SHOT
Serial Number:	76443881	ROCKET SHOT
Serial Number:	77546145	PRO20
Serial Number:	85627382	ENERGY FOR EVERY DAY
Serial Number:	85979685	ENERGY FOR EVERY DAY
Serial Number:	85739378	ENERGY FOR EVERY DAY
Serial Number:	85715925	PREMIER PROTEIN
Serial Number:	85715955	PREMIER PROTEIN
Serial Number:	86187342	GRAB SOME GOOD ENERGY
Serial Number:	86294927	PREMIER PROTEIN
Serial Number:	86306389	ORGANIC GODDESS
Serial Number:	86313075	PREMIER PROTEIN NAKED

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CORRESPONDENCE DATA**Fax Number:** 3146673633

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.

Phone: 314-552-6000**Email:** ipdocket@thompsoncoburn.com**Correspondent Name:** Thomas A. Polcyn**Address Line 1:** One US Bank Plaza**Address Line 2:** Thompson Coburn LLP**Address Line 4:** St. Louis, MISSOURI 63101

ATTORNEY DOCKET NUMBER:	53807-129558
NAME OF SUBMITTER:	Thomas A. Polcyn
SIGNATURE:	/thomas a. polcyn/
DATE SIGNED:	10/31/2014

Total Attachments: 2
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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:

"PREMIER PROTEIN, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "PREMIER NUTRITION CORPORATION" UNDER THE NAME OF "PREMIER NUTRITION CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF SEPTEMBER, A.D. 2014, AT 11:19 O'CLOCK A.M.

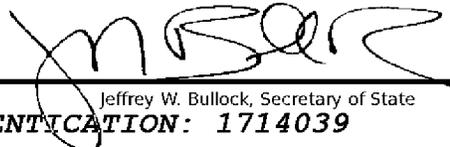
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF OCTOBER, A.D. 2014.

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

5186452 8100M

141199075




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1714039

DATE: 09-19-14

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

TRADEMARK
REEL: 005391 FRAME: 0862

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
PREMIER PROTEIN, INC.
INTO
PREMIER NUTRITION CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Premier Nutrition Corporation, a Delaware corporation and the name of the corporation being merged into this surviving corporation is Premier Protein, Inc., a California corporation.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is Premier Nutrition Corporation a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The authorized stock and par value of the non-Delaware corporation is 1,000 shares of common stock, \$.001 par value per share.

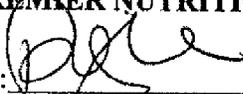
SIXTH: The merger is to become effective on October 1, 2014.

SEVENTH: The Agreement and Plan of Merger is on file at 2503 South Hanley Road, St. Louis, Missouri 63144, an office of the surviving corporation.

EIGHTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any shareholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 19th day of September, 2014.

PREMIER NUTRITION CORPORATION

By: 
Name: Diedre J. Gray
Title: Secretary