

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM338993

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/19/2015

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bremner Food Group, Inc.		04/02/2015	CORPORATION: NEVADA

RECEIVING PARTY DATA

Name:	Ralcorp Holdings, Inc.
Street Address:	One ConAgra Drive
City:	Omaha
State/Country:	NEBRASKA
Postal Code:	68102
Entity Type:	CORPORATION: MISSOURI

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	0509362	RY KRISP

CORRESPONDENCE DATA

Fax Number: 4029645050

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: 402-964-5160

Email: pto-om@huschblackwell.com

Correspondent Name: Christopher M. Bikus

Address Line 1: 13330 California St.

Address Line 2: Suite 200

Address Line 4: Omaha, NEBRASKA 68154

ATTORNEY DOCKET NUMBER:	500627.1423
NAME OF SUBMITTER:	Christopher M. Bikus
SIGNATURE:	/Christopher M. Bikus/
DATE SIGNED:	04/22/2015

Total Attachments: 11

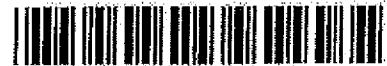
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140105



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-6708
Website: www.nvsos.gov

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20150153333-86
	Filing Date and Time 04/02/2015 12:30 PM
Entity Number C2160-1994	

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.

Bremner Food Group, Inc.

Name of merging entity

Nevada

Jurisdiction

Corporation

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

Ralcorp Holdings, Inc.

Name of surviving entity

Missouri

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: 1-5-15

TRADEMARK
REEL: 005502 FRAME: 0104



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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

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 2
 Revised: 1-5-15



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Articles of Merger
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Page 3

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

Bremner Food Group, Inc.
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;

Ralcorp Holdings, Inc.
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.



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Articles of Merger
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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: 1-5-15

TRADEMARK
REEL: 005502 FRAME: 0107



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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: Time:

* 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.



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Articles of Merger
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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.

Bremner Food Group, Inc.

Name of merging entity

X Scott E Messel
 Signature

Vice President, Treasurer
 Title

04/02/2015
 Date

 Name of merging entity

X _____
 Signature

 Title

 Date

 Name of merging entity

X _____
 Signature

 Title

 Date

 Name of merging entity

X _____
 Signature

 Title

 Date

and,

Ralcorp Holdings, Inc.

Name of surviving entity

X [Signature]
 Signature

President
 Title

04/02/2015
 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: 1-5-15

STATE OF MISSOURI



Jason Kander
Secretary of State

CERTIFICATE OF MERGER MISSOURI ENTITY SURVIVING

WHEREAS, Articles of Merger of the following entities:

BREMNER FOOD GROUP, INC. – F00394104

INTO:

RALCORP HOLDINGS, INC. – 00432673

organized and existing under the laws of Missouri have been received, found to conform to law, and filed.

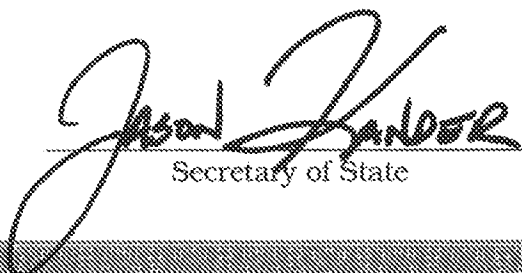
NOW, THEREFORE, I, JASON KANDER, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned entities is effected, with

RALCORP HOLDINGS, INC. – 00432673

as the surviving entity.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 15th day of April, 2015.

Effective Date: April 19, 2015


Secretary of State





State of Missouri
Jason Kander, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

00432673
Date Filed: 4/16/2015
Effective: 4/19/2015
Jason Kander
Missouri Secretary of State

**Articles of Merger for
Parent/Subsidiary Corporations**

(Section 351.447, RSMo)
(Submit with filing fee of \$30.00)

Pursuant to the provisions of the General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

1. That Bremner Food Group, Inc. #F00394104 of Nevada
Name of Corporation Charter Number Parent State
 2. That Ralcorp Holdings, Inc. #00432673 of Missouri
Name of Corporation Charter Number Parent State
 3. That _____ of _____
Name of Corporation Charter Number Parent State
- are hereby merged and that the above named Ralcorp Holdings, Inc. #00432673
is the surviving corporation. *Name of Corporation Charter Number*

4. That the Board of Directors of Bremner Food Group, Inc.
Name of Corporation
met on April 2, 2015 and by resolution adopted by a majority vote of the members of such board approved the Plan
month/day/year
of Merger set forth in these articles.

5. That the Board of Directors of Ralcorp Holdings, Inc.
Name of Corporation
met on April 2, 2015 and by resolution adopted by a majority vote of the members of such board approved the Plan
month/day/year
of Merger set forth in these articles.

6. That the Board of Directors of _____
Name of Corporation
met on _____ and by resolution adopted by a majority vote of the members of such board approved the Plan
month/day/year
of Merger set forth in these articles.

7. That this Plan of Merger has been adopted pursuant to Section 351.447, RSMo.

8. That the resolution of the Board of Directors of the parent corporation, Ralcorp Holdings, Inc.
_____, approving the Plan of Merger is as follows;

(Please see next page)

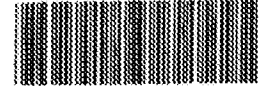
Name and address to return filed document:

Name: _____

Address: _____

City, State, and Zip Code: _____

ORI-04152015-0419 State of Missouri
No of Pages 4 Pages



Merger - For Profit (D)

Corp. 51A (12/2010)

9. That the parent corporation, is in compliance with the 90 percent ownership requirement of Section 351.447, RSMo, and will maintain at least 90 percent ownership of each of the other corporations, party to the merger, until the issuance of the Certificate of merger by the Secretary of State of the State of Missouri.

10. PLAN OF MERGER

1. Ralcorp Holdings, Inc. of Missouri is the survivor.

2. All of the property, rights, priveleges, leases and patents of the Bremner Food Group, Inc.

are to be transferred to and become the property of Ralcorp Holdings, Inc.

the survivor. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

3. The officers and board of directors of Ralcorp Holdings, Inc. shall continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the surviving corporation.

4. *[To be completed if the parent corporation does not own all the outstanding shares of each of the subsidiary corporations party to the merger.]*

The consideration paid by the surviving corporation upon surrender of each share of the subsidiary corporation(s) which is not owned by the parent corporation is as follows:

5. *[To be completed if the parent corporation is not the surviving corporation.]*

a. The outstanding shares of _____ parent corporation, shall be exchanged for shares of _____

_____, surviving corporation on the following basis:

b. The proposed merger has been approved either by:

receiving the affirmative vote of at least two-thirds of the outstanding shares of _____

parent corporation, entitled to vote thereon at a meeting thereof duly called and held on _____, or

In lieu of such required voting, the proposed merger has been approved by the directors of each of the corporations, the rights and benefits of the shareholders as set forth in section 351.093 are the same, and the surviving corporation is solvent and will retain the name of the parent.

(Please see next page)

Corp. 51A (12/2010)

TRADEMARK

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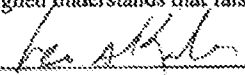
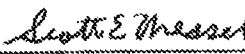
6. If the surviving corporation is a foreign corporation, it is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Missouri:
- a. The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Missouri against the surviving corporation.
 - b. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is
 - c. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.
7. The articles of incorporation of the survivor are/are not amended as follows:
The articles of Incorporation of the survivor are not amended.

8. The effective date and time of the merger shall be April 19, 2015 at 11:59 p.m.

An officer of each entity must sign.

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

	Leo A. Knowles, President of Ralcorp Holdings, Inc.	04/02/2015
<i>Authorized Signature</i>	<i>Printed Name</i>	<i>Title</i>
	Scott E. Messel, Vice President & Treasurer of Bremner Food Group, Inc.	04/02/2015
<i>Authorized Signature</i>	<i>Printed Name</i>	<i>Title</i>
<i>Authorized Signature</i>	<i>Printed Name</i>	<i>Title</i>
<i>Authorized Signature</i>	<i>Printed Name</i>	<i>Title</i>

TAXATION DIVISION
P O BOX 3666
JEFFERSON CITY MO 65105-3666



Missouri
DEPARTMENT OF REVENUE

Telephone: (573) 751-9268
Fax: (573) 522-1265
E-mail: taxclearance@dor.mo.gov

CERTIFICATE OF TAX CLEARANCE

BRENNER FOOD GROUP INC
ONE CONAGRA DRIVE
OMAHA NE 68102

DATE: APRIL 14, 2015

MISSOURI CORPORATION CHARTER NUMBER: F00394104

Thank you for contacting the Missouri Department of Revenue. In response to the corporation's request, a review of the tax records has been completed. All taxes owed, including all liabilities owed as determined by the Division of Employment Security, pursuant to Chapter 288, RSMo, have been paid.

This statement is not to be construed as limiting the authority of the Director of Revenue to pursue collection of liabilities resulting from final litigation, default in payment of any installment agreement entered into with the Director of Revenue, any successor liability that may become due in the future, or audits or reviews of the taxpayer's records as provided by law.

This Certificate of Tax Clearance must be presented to the Missouri Secretary of State's Office with any required paperwork and payment. For information concerning the Secretary of State's requirements, you may call their office at (573) 751-4153 or toll free at (866) 223-6535.

If you require additional information or assistance, please contact the Taxation Division at Post Office Box 3666, Jefferson City, Missouri 65105-3666 or by telephone at (573) 751-9268 during the hours of 8:00 a.m. to 5:00 p.m.

THIS CERTIFICATE REMAINS VALID FOR SIXTY (60) DAYS FROM THE ISSUANCE DATE. If you do not complete your transaction in sixty (60) days you must obtain a new Certificate of Tax Clearance. Additionally, a new Form 943, Request for Tax Clearance, may be required.

Sincerely,

A handwritten signature in cursive script that reads "Dwayne Maples".

Dwayne Maples
Administrator, Business Tax
Taxation Division

DH:DU1247

CBN001
201510400300306

TRADEMARK