

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/29/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SPI Foods, Inc.		12/29/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Kerry Inc.
Street Address:	1 Millington Road
City:	Beloit
State/Country:	WISCONSIN
Postal Code:	53511
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1498828	NO BOIL

CORRESPONDENCE DATA

Fax Number: (608)361-7062
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 608-361-7023
 Email: sharon.olson@kerry.com
 Correspondent Name: William R. Coole
 Address Line 1: 1 Millington Road
 Address Line 2: Legal Department
 Address Line 4: Beloit, WISCONSIN 53511

NAME OF SUBMITTER:	William R. Coole
Signature:	/William R. Coole/
Date:	11/17/2008

CH \$40.00 1498828

Total Attachments: 3

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, 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:

"SPI FOODS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "KERRY INC." UNDER THE NAME OF "KERRY INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2004, AT 2:24 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2005, AT 12:01 O'CLOCK A.M.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3585108

DATE: 12-29-04

TRADEMARK
REEL: 003889 FRAME: 0003

CERTIFICATE OF MERGER**OF****SPI FOODS, INC.****AND****KERRY INC.**

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) SPI Foods, Inc., which is incorporated under the laws of the State of Delaware, and

(ii) Kerry Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Kerry Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Kerry Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows: One Millington Road, Beloit, Wisconsin 53511.

6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

DE BC D--CERTIFICATE OF MERGER L/F D>D 09/98-1 (#482)

7. The Agreement and Plan of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective at 12:01 a.m. Eastern Time on January 1, 2005.

Dated: December 29, 2004

SPI FOODS, INC.

By: William R. Coole
William R. Coole
Vice President and Secretary

Dated: December 29, 2004

KERRY INC.

By: William R. Coole
William R. Coole
Vice President, General Counsel and Secretary

DE BC D-CERTIFICATE OF MERGER L/F D>D 09/98-2 (#482)