

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Girod Corporation		12/31/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Reily Foods Company
Street Address:	640 Magazine Street
City:	New Orleans
State/Country:	LOUISIANA
Postal Code:	70130
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 60

Property Type	Number	Word Mark
Registration Number:	1627407	
Registration Number:	0529840	JFG
Serial Number:	77322331	LUZIANNE AUTHENTIC SOUTHERN ICED TEA
Registration Number:	1470856	
Registration Number:	1078546	1-ALARM
Registration Number:	1124120	2-ALARM
Registration Number:	2440730	2-ALARM
Registration Number:	1078547	3-ALARM
Registration Number:	1986646	BEAN CUISINE
Registration Number:	0832269	BLUE PLATE
Registration Number:	0278165	BLUE PLATE
Registration Number:	1760069	BLUE PLATE
Registration Number:	1294721	BONUS BLEND

OP \$1515.00 1627407

Registration Number:	1414406	BULLFIGHTER
Registration Number:	1475190	CAJUN SUNSHINE
Registration Number:	1540740	CARIBBEAN CLIPPER
Registration Number:	1114205	CARROLL SHELBY'S ORIGINAL TEXAS BRAND
Registration Number:	2384935	CARROLL SHELBY'S ORIGINAL TEXAS BRAND
Registration Number:	1069082	CDM
Registration Number:	1084179	COFFEE PARTNER
Registration Number:	1672697	CREME DE LA CREME
Registration Number:	1079984	FALSE ALARM
Registration Number:	3240383	FLAVOR PEAK
Registration Number:	0908180	JFG
Registration Number:	0680086	JFG
Registration Number:	0608804	JFG SPECIAL
Registration Number:	1186023	LA MARTINIQUE
Registration Number:	1535566	LUZIANNE
Registration Number:	1422180	LUZIANNE
Registration Number:	1249201	LUZIANNE
Registration Number:	0734620	LUZIANNE
Serial Number:	77309910	LUZIANNE
Registration Number:	3452475	LUZIANNE 100% GOOD
Registration Number:	2620512	LUZIANNE FLAVORINGS FOR ICED TEA
Registration Number:	2723559	LUZIANNE SMOOTHIES
Registration Number:	1434886	
Registration Number:	1466480	
Registration Number:	1255443	MRS. PICKFORD'S HERB MAGIC
Serial Number:	77665284	
Registration Number:	0055818	PRESTO
Registration Number:	1142781	RT
Registration Number:	0724896	SABRO
Registration Number:	0715165	SANTO
Registration Number:	2452884	SIGNET
Registration Number:	2353845	SIGNET
Registration Number:	1636244	"SPECIALTY OF THE HOUSE"
Registration Number:	1642924	"SPECIALTY OF THE HOUSE"
Registration Number:	2427883	SWANS DOWN

Registration Number:	1414405	TENNESSEE SUNSHINE
Registration Number:	0756163	THE BEST PART OF THE MEAL
Registration Number:	1441358	TIGER SAUCE THE ORIGINAL
Registration Number:	1945532	TRYME
Registration Number:	0217117	TRYME
Registration Number:	1924763	TRYME DRAGON SAUCE
Registration Number:	2106869	TRYME TIGER SEASONING
Registration Number:	1096199	WICK FOWLER'S
Registration Number:	1429465	WINE & PEPPER
Registration Number:	1078022	WITH WARMTH AND FRIENDSHIP
Registration Number:	1676939	YUCATAN SUNSHINE
Registration Number:	1672716	YUCATAN SUNSHINE

CORRESPONDENCE DATA

Fax Number: (212)425-5288
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212) 425-7200
Email: tmdocketny@kenyon.com
Correspondent Name: James E. Rosini, Esq.
Address Line 1: One Broadway
Address Line 4: New York, NEW YORK 10004

ATTORNEY DOCKET NUMBER:	2268/999
NAME OF SUBMITTER:	James E. Rosini, Esq.
Signature:	/James E. Rosini/
Date:	03/02/2009

Total Attachments: 4

source=Merger - The Girod Corporation into Reily Foods Company#page1.tif
source=Merger - The Girod Corporation into Reily Foods Company#page2.tif
source=Merger - The Girod Corporation into Reily Foods Company#page3.tif
source=Merger - The Girod Corporation into Reily Foods Company#page4.tif

Delaware

PAGE 1

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 OWNERSHIP, WHICH MERGES:

"THE GIROD CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "REILY FOODS COMPANY" UNDER THE NAME OF "REILY FOODS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 2008, AT 1:30 O'CLOCK P.M.

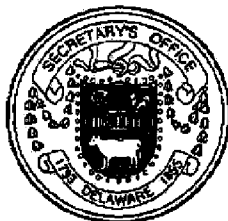
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2008, AT 11:59 O'CLOCK P.M.

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

2317777 8100M

081230147

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7086013

DATE: 01-16-09

TRADEMARK
REEL: 003944 FRAME: 0389

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:30 PM 12/24/2008
FILED 01:30 PM 12/24/2008
SRV 081230147 - 2317777 FILE

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP
MERGING
THE GIROD CORPORATION
INTO
REILY FOODS COMPANY

* * * * *

Pursuant to Section 253 of the General Corporation Law of Delaware, **REILY FOODS COMPANY**, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 30th day of November, 1992, pursuant to the General Corporation Law of the State of Delaware;

SECOND: That this corporation owns all of the outstanding shares of the stock of **THE GIROD CORPORATION**, a corporation incorporated on the 30th day of November, 1992, pursuant to the General Corporation Law of the State of Delaware;

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, effective December 1 2008, determined to and did merge into itself **THE GIROD CORPORATION**:

WHEREAS, Reily Foods Company, a corporation organized and existing under the laws of the State of Delaware, owns 100% of the outstanding stock of The Girod Corporation, a corporation organized and existing under the laws of the State of Delaware, and

WHEREAS, the Board of Directors of Reily Foods Company desires to merge The Girod Corporation into itself pursuant to the provisions of Section 253 of the Delaware General Corporation Law and to be possessed of all the estate, property, rights, privileges and franchises of The Girod Corporation,

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of Reily Foods Company, a Delaware corporation ("Reily Foods"), does hereby adopt a plan of merger pursuant to the provisions of Section 253 of the Delaware General Corporation Law, whereby The Girod Corporation, a Delaware corporation ("Girod"), shall be merged with and into Reily Foods, in such a way that the corporate existence of Girod shall cease, Reily Foods shall acquire all the assets and assume all obligations and liabilities of Girod, the certificate of incorporation of Reily Foods shall in no way be modified or amended by virtue of the merger, and all of the outstanding capital stock of Girod shall be cancelled and extinguished by virtue of the merger;

FURTHER RESOLVED, that the President, any Vice-President, the Secretary, and Assistant Secretary, or any one of them acting alone, be and each of them is hereby authorized and empowered, for, in the name of, and on behalf of Reily Foods to execute, acknowledge, certify, deliver, record, and file (a) copies of the certificate of ownership, or such similar instrument as many be required by the laws of Delaware, with all such changes, additions, deletions, and alterations (not in conflict with the provisions of the preceding resolutions) as may be approved, in his absolute discretion, by the officer who executes the same, (b) resolutions, as sole shareholder of Girod, approving the transactions authorized herein, and (c) all such other documents, certificates, letters, acknowledgments, receipts, instruments, and agreements as may be deemed necessary or convenient in connection with the implementation and closing of the merger by such officer or officers in his, her or their absolute discretion;

FURTHER RESOLVED, that the President, any Vice-President, or any Secretary or Assistant Secretary of Reily Foods, or any one of them acting alone, be and each of them is hereby authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect said merger and authorized and empowered, for, in the name of, and on behalf of Reily Foods to retain such counsel, accountants, and other advisors as they in their sole discretion shall deem necessary or appropriate in order to carry out the intents and purposes of the foregoing resolutions; and

FURTHER RESOLVED, that the merger shall become effective at 11:59 p.m. Eastern Time on December 31, 2008.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding this merger may be amended or terminated and abandoned by the Board of Directors of **REILY FOODS**

COMPANY at any time prior to the time that this merger filed with the Secretary of State of Delaware becomes effective.

IN WITNESS WHEREOF, REILY FOODS COMPANY has caused this certificate to be signed by David T. Darragh, its President, this 15th day of December, 2008, but effective December 31, 2008.

REILY FOODS COMPANY

By:



DAVID T. DARRAGH
PRESIDENT