

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
COLUMBIA GRAIN INTERNATIONAL, INC.		12/31/2010	CORPORATION: OREGON

RECEIVING PARTY DATA

Name:	COLUMBIA GRAIN, INC.
Street Address:	1300 SW Fifth Avenue
Internal Address:	Suite 2929
City:	Portland
State/Country:	OREGON
Postal Code:	97201
Entity Type:	CORPORATION: OREGON

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2527013	EMERALD EMPIRE
Registration Number:	2529367	HEART
Registration Number:	2537869	COLUMBIA GRAIN
Registration Number:	2007665	HEART BRAND PULLMAN-WA MOSCOW-IDA THE HEART OF THE PEA AND LENTIL INDUSTRY

CORRESPONDENCE DATA

Fax Number: (503)796-2900
 Phone: 5032229981
 Email: trademarks@schwabe.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Peter E. Heuser
 Address Line 1: 1211 SW Fifth Avenue

CH \$115.00 2527013

Address Line 2: Suites 1500-2000
Address Line 4: Portland, OREGON 97204

ATTORNEY DOCKET NUMBER:	122661-177962 MERGER REC
NAME OF SUBMITTER:	Peter E. Heuser
Signature:	/Peter E. Heuser/
Date:	01/04/2012

Total Attachments: 4
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ARTICLES OF MERGER

**OREGON
SECRETARY OF STATE**

Columbia Grain, Inc., the surviving corporation in a merger effected pursuant to ORS 60.481-60.497, submits the following articles of merger for filing pursuant to ORS 60.494:

1. The names of the constituent corporations in the merger are Columbia Grain, Inc., an Oregon corporation (Oregon Registry No. 129274-14), and Columbia Grain International, Inc., an Oregon corporation (Oregon Registry No. 210558-19).

2. The surviving corporation in the merger is Columbia Grain, Inc.

3. A copy of the Agreement and Plan of Merger is attached as Exhibit A.

4. The Agreement and Plan of Merger was approved by the holders of common stock of Columbia Grain International, Inc. voting as a single voting group, such approval being the only shareholder approval required on the part of Columbia Grain International, Inc. At the date of the shareholder vote, 22,000 shares of common stock of Columbia Grain International, Inc. were outstanding, all of which were entitled to vote with respect to the Agreement and Plan of Merger. Twenty-two thousand (22,000) shares were voted for the Agreement and Plan of Merger, and -0- shares were voted against approval of the Agreement and Plan of Merger.

5. The Agreement and Plan of Merger was approved by the holders of common stock of Columbia Grain, Inc. voting as a single voting group, such approval being the only shareholder approval required on the part of Columbia Grain, Inc. At the date of the shareholder vote, 35,160 shares of Class A common stock of Columbia Grain, Inc. were outstanding, all of which were entitled to vote with respect to the Agreement and Plan of Merger. Thirty-five thousand one hundred sixty (35,160) shares were voted for the Agreement and Plan of Merger, and -0- shares were voted against approval of the Agreement and Plan of Merger.

6. The merger will be effective as of December 31, 2010 upon filing of these Articles of Merger.

IN WITNESS WHEREOF, the undersigned constituent corporations have executed these articles of merger on December 3, 2010.

COLUMBIA GRAIN, INC.

COLUMBIA GRAIN INTERNATIONAL, INC.

By: Thomas J. Hammond
Thomas J. Hammond
President

By: Thomas J. Hammond
Thomas J. Hammond
President

Person to contact about this filing: Robert W. Palmer, (503) 226-7677

COLUMBIA GRAIN, INC.



12927414-12325586 MER

TRADEMARK

REEL: 004692 FRAME: 0021

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

DATE: December 3, 2010

PARTIES: Columbia Grain International, Inc., (“CGII”)
an Oregon corporation
1300 SW 5th Avenue, Suite 2929
Portland, OR 97201

Columbia Grain, Inc. (“CGI”)
an Oregon corporation
1300 SW 5th Avenue, Suite 2929
Portland, OR 97201

CGII and CGI are referred to jointly as the Constituent Corporations in some sections of this Agreement.

RECITALS

A. The Constituent Corporations desire to effect a merger on the terms set forth in this Agreement, pursuant to the provisions of the Oregon Business Corporation.

B. The Constituent Corporations intend the merger to be a reorganization within the meaning of IRC §368(a)(1)(A).

AGREEMENT

SECTION 1. MERGER OF CONSTITUENT CORPORATIONS

1.1 Merger. At the Effective Date, as defined in Section 1.3, CGII shall be merged with and into CGI, the separate existence of CGII shall cease, and CGI shall survive as a corporation under the name Columbia Grain, Inc. (the “Surviving Corporation”), organized under and governed by the laws of the State of Oregon. From that time, the Surviving Corporation, to the extent consistent with its Articles of Incorporation as altered by the merger, shall possess all the rights, privileges, immunities, and franchises of each of the Constituent Corporations; all property belonging to CGII shall be transferred to and vested in the Surviving Corporation without further act or deed; the Surviving Corporation shall be responsible for all liabilities of each of the Constituent Corporations; all in the manner and with the effect set forth in ORS 60.497.

1.2 Further Assurances. From time to time after the Effective Date, the officers and directors of CGII last in office shall execute and deliver such deeds and other instruments and shall cause to be taken such further actions as shall be reasonably necessary in order to vest or perfect in the Surviving Corporation title to and possession of all the property, interests, assets, rights, immunities, and franchises of CGII.

1.3 Effective Date. The merger of CGI and CGII shall become effective as of 11:59 p.m. Pacific Standard Time on December 31, 2010 upon the filing of Articles of Merger pursuant to ORS 60.494. The date and time of such filing are herein called the Effective Date.

1.4 Closing. The closing of the contemplated transactions shall occur at the principal offices of CGI in Portland, Oregon, at 10:00 a.m. on December 31, 2010, effective as of the Effective Date or at such other time and place as the Constituent Corporations may mutually agree upon. At such time, the parties shall cause Articles of Merger to be filed and the merger to become effective.

SECTION 2. ARTICLES OF INCORPORATION, BYLAWS, DIRECTORS, AND OFFICERS

At the Effective Date:

2.1 Articles of Incorporation. The Articles of Incorporation of CGI, as in effect immediately prior to the Effective Date, shall be by the articles of the Surviving Corporation until amended in accordance with applicable law.

2.2 Bylaws. The bylaws of CGI, as in effect immediately prior to the Effective Date, shall be the bylaws of the Surviving Corporation until amended or repealed.

2.3 Directors and Officers. The board of directors of the Surviving Corporation shall consist of persons who are the board of directors of CGI immediately prior to the Effective Date, and they shall hold office in each case until their successors are elected and qualify. The officers of the Surviving Corporation shall be persons who are the officers of CGI immediately prior to the Effective Date, and they shall hold office in each case at the pleasure of the board of directors of the Surviving Corporation.

SECTION 3. MANNER AND BASIS OF CONVERTING SHARES

3.1 Conversion of Shares. At the Effective Date:

3.1.1 Each share of common stock of CGII that is issued and outstanding immediately prior to the Effective Date shall be cancelled and one share of CGI shall be issued in place thereof.

3.1.2 Each share of common stock of CGI that is issued and outstanding immediately prior to the Effective Date shall continue to be an issued and outstanding share of common stock of the Surviving Corporation.

3.2 Certificates for Shares. Each certificate that, prior to the Effective Date, represented shares of common stock of CGI, from and after the Effective Date, shall represent shares of common stock of the Surviving Corporation. Each certificate that, prior to the Effective Date, represented shares of common stock of CGII shall be cancelled as of the Effective Date and shall be replaced with a certificate for the same number of CGI shares.

SECTION 4. TERMINATION

4.1 Failure of Shareholder Approval. This Agreement shall automatically terminate in the event it is brought to a vote and not adopted by the holders of a majority of the outstanding shares of common stock of either CGI or CGII, respectively, entitled to vote thereon by consent or at a meeting called for such purpose in accordance with the Oregon Business Corporation.

4.2 Other Termination. This Agreement may be terminated and the merger abandoned at any time prior to the Effective Date, whether before or after submission to or approval by the shareholders of either of the Constituent Corporations by mutual agreement of the boards of directors of CGI and CGII.

4.3 Effect of Termination. In the event of termination of this Agreement, as provided in this Section 4, this Agreement shall become wholly void and of no effect, each party shall bear its own expenses, and, except for liability of a party when default by such party has occasioned the termination of this Agreement by the non-defaulting party, there shall be no liability or obligation on the part of either party.

COLUMBIA GRAIN INTERNATIONAL, INC.,
an Oregon corporation

By: _____
Thomas J. Hammond, President

COLUMBIA GRAIN, INC.,
an Oregon corporation

By: _____
Thomas J. Hammond, President