

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM605204

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME
<b>EFFECTIVE DATE:</b>	01/01/2017

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
New World Pasta Company		12/05/2016	Corporation: DELAWARE

**NEWLY MERGED ENTITY DATA**

Name	Execution Date	Entity Type
Riviana Foods, Inc.	12/05/2016	Corporation: DELAWARE

**MERGED ENTITY'S NEW NAME (RECEIVING PARTY)**

<b>Name:</b>	Riviana Foods, Inc
<b>Street Address:</b>	2777 Allen Parkway
<b>City:</b>	Houston
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	77019
<b>Entity Type:</b>	Corporation: DELAWARE

**PROPERTY NUMBERS Total: 98**

Property Type	Number	Word Mark
<b>Registration Number:</b>	0007475	
<b>Registration Number:</b>	0050396	RED CROSS
<b>Registration Number:</b>	0072945	LA GRISETTE
<b>Registration Number:</b>	0090907	CREAMETTE
<b>Registration Number:</b>	0128415	SAN GIORGIO
<b>Registration Number:</b>	0198425	CREAMETTE
<b>Registration Number:</b>	0233754	CREAMETTE
<b>Registration Number:</b>	0212208	ELBO-RONI
<b>Registration Number:</b>	0420192	CAVALIERE
<b>Registration Number:</b>	0541258	DELMONICO
<b>Registration Number:</b>	0509667	
<b>Registration Number:</b>	0511846	CREAM OF EGG
<b>Registration Number:</b>	0507026	CREAMETTE
<b>Registration Number:</b>	0510104	CREAMETTE

CH \$2465.00 0007475

Property Type	Number	Word Mark
Registration Number:	0524570	"FLUFFY DUMPLETS"
Registration Number:	0536579	GOODMAN'S
Registration Number:	0551327	SALAD-RONI
Registration Number:	0551328	SHEL-RONI
Registration Number:	0571383	HOLSUM
Registration Number:	0624605	SLENDRONI
Registration Number:	0653871	RIPPLETS
Registration Number:	0661447	GIOIA
Registration Number:	0682275	PERFECTION
Registration Number:	0695771	RONI-MAC
Registration Number:	0701457	CURLY-RONI
Registration Number:	0769247	KRINKLY
Registration Number:	0815540	GIOIA
Registration Number:	0810854	D
Registration Number:	0811448	CREAMETTES
Registration Number:	0825007	KET-L-KUT
Registration Number:	0821224	CREAMETTES
Registration Number:	0818393	CAVALIERE
Registration Number:	0843884	ITALIANO
Registration Number:	0847955	CREAM-A-RONI
Registration Number:	0884727	
Registration Number:	0915957	CREAMETTES
Registration Number:	0867640	CHOO CHOO-WHEELS
Registration Number:	0867641	CHOO CHOO-WHEELS
Registration Number:	0872289	ITALIAN PANTRY
Registration Number:	0874797	TORRONCINI
Registration Number:	0877486	DELMONICO
Registration Number:	0878802	PASTA MIA
Registration Number:	0938182	IPPOLITO'S
Registration Number:	0968772	SAN GIORGIO SOUPETTES
Registration Number:	1000797	
Registration Number:	1062383	PISCITELLO'S
Registration Number:	1109794	MERLINO'S
Registration Number:	1110639	LA TERMINESE
Registration Number:	1232094	CREAMETTE
Registration Number:	1248562	CREAMETTE
Registration Number:	1281774	AMERICAN BEAUTY PERFECTION ALL THAT ITS
Registration Number:	1467570	COUNTRY KITCHEN

Property Type	Number	Word Mark
Registration Number:	1390136	GIOIA GARDEN SPIRALS
Registration Number:	1391026	GARDEN SPIRALS
Registration Number:	1403340	MERLINO'S
Registration Number:	1412539	GARDEN WHEELS
Registration Number:	1412540	GARDEN SHELLS
Registration Number:	1474360	AMERICAN BEAUTY
Registration Number:	1510313	LA PALOMA
Registration Number:	1456710	
Registration Number:	1499534	SONO BUONI CLUB
Registration Number:	1547584	SAN GIORGIO FETTUCINI FLORENTINE
Registration Number:	1518157	AMERICAN BEAUTY
Registration Number:	1540729	PERFECTION
Registration Number:	1533072	CLASSIC CORNER
Registration Number:	1870717	THE PASTA EXPERTS
Registration Number:	2004806	RONZONI
Registration Number:	1911635	AMERICAN BEAUTY
Registration Number:	1986632	
Registration Number:	2064886	PERFECTION
Registration Number:	2284266	SOUPS 'N' SIDES
Registration Number:	2402592	PRINCE BISTRO
Registration Number:	2705671	SAN GIORGIO
Registration Number:	2510938	NEW WORLD PASTA
Registration Number:	2493180	
Registration Number:	2418363	TAKING PASTA FURTHER
Registration Number:	2432290	AMERICAN BEAUTY
Registration Number:	2418444	
Registration Number:	2507912	PRINCE
Registration Number:	2805176	THE CLEAR WAY TO BETTER PASTA
Registration Number:	2553826	CREAMETTE KID'S CLUB
Registration Number:	2553914	CREAMETTE KID'S CLUB
Registration Number:	2563146	AMERICAN BEAUTY FETTUCINE FLORENTINE
Registration Number:	2722051	CREAMETTE HEALTHY HARVEST
Registration Number:	2722075	PRINCE HEALTHY HARVEST
Registration Number:	2546895	AMERICAN BEAUTY LA BELLA ROSA
Registration Number:	2637701	HOMEMADE FAST
Registration Number:	2752319	AMERICAN BEAUTY HEALTHY HARVEST
Registration Number:	2749841	SAN GIORGIO HEALTHY HARVEST
Registration Number:	3064960	CREAMETTE

Property Type	Number	Word Mark
Registration Number:	2819927	LE DELIZIE D'ITALIA
Registration Number:	2850870	RONZONI TRADIZIONE D'ITALIA
Registration Number:	3175457	GREAT TASTING GOODNESS
Registration Number:	3152270	AMERICAN BEAUTY
Registration Number:	3152271	AMERICAN BEAUTY EST. 1916
Registration Number:	3225896	RONZONI HEALTHY HARVEST
Registration Number:	3180160	CREAMETTE BRAND SINCE 1912
Registration Number:	0198245	CREAMETTE

**CORRESPONDENCE DATA**

**Fax Number:**

*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:** 7132261200  
**Email:** rljackson@lockelord.com  
**Correspondent Name:** Locke Lord LLP  
**Address Line 1:** 600 Travis Street  
**Address Line 2:** Suite 2800  
**Address Line 4:** Houston, TEXAS 77002

<b>ATTORNEY DOCKET NUMBER:</b>	0016033.00321
<b>NAME OF SUBMITTER:</b>	Robert Jackson
<b>SIGNATURE:</b>	/Robert Jackson/
<b>DATE SIGNED:</b>	10/27/2020

**Total Attachments: 19**

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# Delaware

The First State

Page 1

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:

"NEW WORLD PASTA COMPANY", A DELAWARE CORPORATION, WITH AND INTO "RIVIANA FOODS INC." UNDER THE NAME OF "RIVIANA FOODS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2016, AT 2:02 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. 2017.

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



  
Jeffrey W. Bullock, Secretary of State

2082384 8100M  
SR# 20167297306

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203603837  
Date: 12-29-16

TRADEMARK  
REEL: 007100 FRAME: 0349

**CERTIFICATE OF MERGER  
OF  
NEW WORLD PASTA COMPANY  
(a Delaware corporation)**

**WITH AND INTO**

**RIVIANA FOODS INC.  
(a Delaware corporation)**

Pursuant to the provisions of Title 8, Section 251(c) of the Delaware General Corporation Law (the "DGCL"), the undersigned corporation does hereby certify the following Certificate of Merger adopted for the purpose of effecting a merger in accordance with the DGCL:

**FIRST:** The name and state of incorporation of each of the constituent entities to the merger are as follows:

<b>Name:</b>	<b>Type:</b>	<b>State of Incorporation</b>
New World Pasta Company	corporation	Delaware
Riviana Foods Inc.	corporation	Delaware

**SECOND:** An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by the Surviving Corporation and the Merging Corporation.

**THIRD:** Pursuant to the Merger Agreement, New World Pasta Company, a Delaware corporation (the "Merging Entity"), shall merge with and into Riviana Foods Inc., a Delaware corporation, and Riviana Foods Inc. will continue to exist after the merger as the surviving corporation under the name "Riviana Foods Inc." (the "Surviving Corporation").

**FOURTH:** An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at 2777 Allen Parkway, Houston, TX 77019 and the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporations.

**FIFTH:** The Certificate of Incorporation of Riviana Foods Inc. existing prior to the merger shall be the certificate of incorporation of the Surviving Corporation, until thereafter amended in accordance with applicable law.

**SIXTH:** The merger shall become effective on January 1, 2017.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed on this DECEMBER 5, 2016.

**RIVIANA FOODS INC.**

By: Elizabeth B. Woodward  
Name: **ELIZABETH B. WOODARD**  
Title: **SR. VICE PRESIDENT**

SIGNATURE PAGE  
DELAWARE CERTIFICATE OF MERGER  
(NEW WORLD PASTA COMPANY WITH AND INTO RIVIANA FOODS INC.)

**TRADEMARK**  
**REEL: 007100 FRAME: 0351**

AGREEMENT AND PLAN OF MERGER  
MERGING  
NEW WORLD PASTA COMPANY  
(a Delaware corporation)

WITH AND INTO

RIVIANA FOODS INC.  
(a Delaware corporation)

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger"), dated effective as of January 1, 2017, is by and between New World Pasta Company, a Delaware corporation (the "Merging Entity"), and Riviana Foods Inc., a Delaware corporation (the "Surviving Entity"), pursuant to the provisions of the Delaware General Corporation Law.

RECITAL

WHEREAS, the stockholders and directors of the Merging Entity and the Surviving Entity have deemed it advisable and in the best interests of the Merging Entity and the Surviving Entity, respectively, for the Merging Entity to merge with and into the Surviving Entity, with the Surviving Entity to continue to exist as the surviving company of such transaction (such transaction hereinafter referred to as the "Merger").

AGREEMENT

NOW, THEREFORE, in consideration of the premises and the mutual agreements and covenants contained herein, the receipt and sufficiency of which the parties hereby acknowledge, the parties hereby agree that the Merging Entity shall be merged with and into the Surviving Entity in accordance with the following terms and conditions:

I.

NAME, TYPE OF ENTITY, AND JURISDICTION OF THE MERGER ENTITIES

<u>Designation</u>	<u>Name</u>	<u>Type of Entity</u>	<u>Jurisdiction</u>
Merging Entity	New World Pasta Company	corporation	Delaware
Surviving Entity	Riviana Foods Inc.	corporation	Delaware

II.

SURVIVING ENTITY; REGISTERED OFFICE

2.1 Surviving Entity. The Merging Entity shall merge with and into the Surviving Entity, which shall be the sole surviving entity and exist by virtue of and be governed by the laws of the State of Delaware.

2.2 Name; Registered Office. The name of the Surviving Entity shall be unchanged from its name prior to the Merger. The principal office address of the Surviving Entity shall be unchanged from its address prior to the Merger.



**III.  
TERMS AND CONDITIONS OF THE MERGER**

3.1 Effective Time. The Merger shall be effective on January 1, 2017 (the "Effective Time").

3.2 Effect of Merger.

(a) At the Effective Time, the separate existence of each of the Merging Entity and the Surviving Entity shall be merged into and continued in the Surviving Entity, and the Surviving Entity shall be deemed to be the same entity as the Merging Entity and the Surviving Entity. All rights, franchises, and interests of the Surviving Entity and the Merging Entity, respectively, in and to any type of property, contract, and chose in action shall be transferred to and vested in the Surviving Entity by virtue of the Merger without any deed or other transfer. The Surviving Entity, without the intervention of any court or otherwise, shall hold and enjoy all rights of property, franchises, and interests, in the same manner and to the same extent as such rights, franchises, and interests were held or enjoyed by the Surviving Entity and the Merging Entity, respectively, immediately prior to the Effective Time.

(b) At the Effective Time, the Surviving Entity shall be liable for all debts, liabilities, and obligations of the Surviving Entity and the Merging Entity. All debts, liabilities, and obligations of the Surviving Entity and the Merging Entity shall be those of the Surviving Entity as if the Surviving Entity had itself incurred such debts, liabilities, and obligations, and shall not be released or impaired by the Merger. All rights of creditors and other obligees and all liens on the property of either the Surviving Entity or the Merging Entity shall be preserved unimpaired by the Merger.

3.3 Manner and Basis of Converting the Shares. All of the capital stock of the Merging Entity issued and outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, automatically be canceled. All of the capital stock of the Surviving Entity shall remain outstanding and shall be unaffected by the Merger.

3.4 Directors and Officers. All of the directors and officers of the Surviving Entity shall continue to serve as directors and officers of the Surviving Entity.

3.5 Organizational Documents of the Surviving Entity. The Certificate of Incorporation of the Surviving Entity, as in effect as of the Effective Time of the Merger, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Entity. No changes or amendments to the Certificate of Incorporation or the Bylaws of the Surviving Entity shall be deemed to occur as a result of the Merger.

3.6 Approval. The obligations of the parties to this Plan of Merger are subject to the approval and adoption of the Merging Entity and the Surviving Entity in accordance with the laws of the jurisdiction of incorporation of the Merger Entity and the Surviving Entity and the governing documents of the Merger Entity and the Surviving Entity.

3.7 Miscellaneous. This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed an original.

*[Signature Page Follows]*

IN WITNESS WHEREOF, each of the parties hereto has caused this Plan of Merger to be executed as of the day and year first written above.

**MERGING ENTITY:**

NEW WORLD PASTA COMPANY

By: *Elizabeth B. Woodward*  
Name: ELIZABETH B. WOODARD  
Title: SR. VICE PRESIDENT

**SURVIVING ENTITY:**

RIVIANA FOODS INC.

By: *Elizabeth B. Woodward*  
Name: ELIZABETH B. WOODARD  
Title: SR. VICE PRESIDENT

**JOINT WRITTEN CONSENT  
OF  
THE BOARD OF DIRECTORS AND SOLE SHAREHOLDER  
OF  
NEW WORLD PASTA COMPANY**

The undersigned, being all of the board of directors (the "*Board*") and the sole shareholder (the "*Shareholder*") of New World Pasta Company, a Delaware corporation (the "*Corporation*"), do hereby waive any and all requirements for calling, giving notice of, and holding a meeting and, in lieu of such meeting, do hereby adopt the following actions and resolutions, effective as of the 1st day of January, 2017:

**WHEREAS**, the Board and Shareholder desire that the Corporation enter into that certain Agreement and Plan of Merger, in substantially the form previously submitted to the undersigned (the "*Plan of Merger*"), by and between the Corporation and Riviana Foods Inc., a Delaware corporation ("*Riviana*"), pursuant to the terms of which, the Corporation shall merge with and into Riviana, with Riviana remaining as the surviving entity (the "*Merger*"); and

**WHEREAS**, the Board and Shareholder consider it to be in the best interests of the Corporation to enter into the Merger, by executing and delivering the Plan of Merger and by executing and filing with the offices of the Secretary of State of the State of Delaware a certificate of merger with respect to the Merger (the "*Certificate of Merger*").

**NOW, THEREFORE, BE IT RESOLVED**, that the Merger is hereby approved in all respects;

**RESOLVED, FURTHER**, that the terms and provisions of the Plan of Merger and the Certificate of Merger, be and they hereby are, approved and authorized and the performance and consummation by the Corporation of its obligations thereunder and contemplated thereby are hereby authorized and approved in all respects;

**RESOLVED, FURTHER**, that each director and officer of the Corporation be, and each of them hereby is, authorized to take, or cause to be taken, any and all actions which such director or officer may deem necessary or desirable to carry out the purpose and intent of the foregoing resolutions, and to make, execute, file and deliver, or cause to be made, executed, filed and delivered, all agreements, undertakings, resolutions, documents, instruments or certificates in the name and on behalf of, the Corporation as such director or officer may deem necessary or desirable in connection therewith, and to perform, or cause to be performed, the obligations of the Corporation under the Plan of Merger, the Certificate of Merger and any other agreements referred to or contemplated therein;

**RESOLVED, FURTHER**, that any and all actions taken in good faith by the directors and officers of the Corporation prior to the date hereof on behalf of the Corporation and in furtherance of the transactions contemplated by the foregoing resolutions and the agreements specified therein be, and they hereby are, in all respects ratified, confirmed and approved by the Corporation as its own act and deed, and shall be conclusively deemed to be such corporation act and deed for all purposes; and

**RESOLVED, FURTHER**, for purposes of these resolutions, a facsimile copy or an e-mail of a PDF file containing a copy of the signature page of any person executing these resolutions shall be effective as an original signature and effective as an execution counterpart thereof.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned have executed this Written Consent, effective as of the date first written above.

**BOARD:**

Antonio Hernandez Callejas

ANTONIO HERNANDEZ CALLEJAS

Bastiaan G. de Zeeuw

BASTIAAN G. DE ZEEUW

\_\_\_\_\_  
GUY CALLEJON

**SOLE SHAREHOLDER:**

EBRO FOODS, S.A.

Antonio Hernandez Callejas

By: \_\_\_\_\_

Name: ANTONIO HERNANDEZ CALLEJAS

Title: EXECUTIVE PRESIDENT

SIGNATURE PAGE OF THE  
JOINT WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS AND SOLE SHAREHOLDER OF NEW WORLD PASTA COMPANY

TRADEMARK  
REEL: 007100 FRAME: 0358

IN WITNESS WHEREOF, the undersigned have executed this Written Consent, effective as of  
the date first written above.

BOARD:

ANTONIO HERNANDEZ CALLEJAS

BASTIAAN G. DE ZBEUW

GUY CALLEJON

SOLE SHAREHOLDER:

EBRO FOODS, S.A.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

SIGNATURE PAGE OF THE  
JOINT WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS AND SOLE SHAREHOLDER OF NEW WORLD PASTA COMPANY

**JOINT WRITTEN CONSENT  
OF  
THE BOARD OF DIRECTORS AND SHAREHOLDERS  
OF  
RIVIANA FOODS INC.**

The undersigned, being (i) all of the members of the board of directors (the "**Board**") of Riviana Foods Inc., a Delaware corporation (the "**Corporation**"), and (ii) the shareholders of the Corporation holding not less than the number of outstanding shares necessary to approve and adopt the following actions and resolutions (the "**Shareholders**"), do hereby waive any and all requirements for calling, giving notice of, and holding a meeting and, in lieu of such meeting, do hereby approve and adopt the following actions and resolutions, effective as of the 1st day of January, 2017:

**New World Pasta Company Merger**

**WHEREAS**, Ebro Foods, S.A., a company organized under the laws of Spain ("**Ebro Foods**") owns (A) 75% of the issued and outstanding shares of the Corporation and (B) 100% of the issued and outstanding shares (the "**NWP Shares**") of New World Pasta Company, a Delaware corporation ("**NWP**");

**WHEREAS**, the Board and Shareholders desire that the Corporation enter into that certain Agreement and Plan of Merger, in substantially the form previously submitted to the undersigned (the "**NWP Plan of Merger**"), by and between the Corporation and NWP, pursuant to the terms of which NWP shall merge with and into the Corporation, with the Corporation remaining as the surviving entity (the "**NWP Merger**"); and

**WHEREAS**, the Board and Shareholders consider it to be in the best interests of the Corporation to enter into the NWP Merger, by executing and delivering the NWP Plan of Merger and by executing and filing with the office of the Secretary of State of the State of Delaware the certificate of merger with respect to the NWP Merger (the "**NWP Certificate of Merger**").

**NOW, THEREFORE, BE IT RESOLVED**, that the NWP Merger is hereby authorized and approved in all respects; and

**RESOLVED, FURTHER**, that the terms and provisions of the NWP Plan of Merger and the NWP Certificate of Merger, be and they hereby are, approved and authorized and the performance and consummation by the Corporation of its obligations thereunder and contemplated thereby are hereby authorized and approved in all respects.

**Issuance of Riviana Foods, Inc. Shares**

**WHEREAS**, in connection with the NWP Merger and in consideration for contributing the NWP Shares to the Corporation, Ebro Foods shall receive additional shares of common stock of the Corporation with par value of \$1.00 (the "**Additional Shares**"), in an amount to be determined in the discretion of the Board based upon the completion of a valuation of the Corporation and NWP.

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**TRADEMARK  
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**NOW, THEREFORE, BE IT RESOLVED**, that the issuance of the Additional Shares is hereby authorized and approved in all respects, the Additional Shares are duly authorized, validly issued, fully paid and un-assessable, and the directors and officers of the Corporation are hereby authorized and instructed to take all such action necessary to effectuate issuance of the Additional Shares.

**Ebro America, Inc. Merger**

**WHEREAS**, immediately following the NWP Merger, the Board and Shareholders desire that the Corporation enter into that certain Agreement and Plan of Merger, in substantially the form previously submitted to the undersigned (the "*Ebro America Plan of Merger*"), by and between the Corporation and Ebro America, Inc., a Delaware corporation ("*Ebro America*"), pursuant to the terms of which, Ebro America shall merge with and into the Corporation, with the Corporation remaining as the surviving entity (the "*Ebro America Merger*"); and

**WHEREAS**, the Board and Shareholders consider it to be in the best interests of the Corporation to enter into the Ebro America Merger, by executing and delivering the Ebro America Plan of Merger and by executing and filing with the office of the Secretary of State of the State of Delaware the certificate of merger with respect to the Ebro America Merger (the "*Ebro America Certificate of Merger*").

**NOW, THEREFORE, BE IT RESOLVED**, that the Ebro America Merger is hereby approved in all respects; and

**RESOLVED, FURTHER**, that the terms and provisions of the Ebro America Plan of Merger and the Ebro America Certificate of Merger, be and they hereby are, approved and authorized and the performance and consummation by the Corporation of its obligations thereunder and contemplated thereby are hereby authorized and approved in all respects.

**SOS Cuetara USA Inc. Merger**

**WHEREAS**, immediately following the NWP Merger and Ebro America Merger, the Board and Shareholders desire that the Corporation enter into that certain Agreement and Plan of Merger, in substantially the form previously submitted to the undersigned (the "*SOS Plan of Merger*"), by and between the Corporation and SOS Cuetara USA Inc., a Delaware corporation ("*SOS*"), pursuant to the terms of which, SOS shall merge with and into the Corporation, with the Corporation remaining as the surviving entity (the "*SOS Merger*"); and

**WHEREAS**, the Board and Shareholders consider it to be in the best interests of the Corporation to enter into the SOS Merger, by executing and delivering the SOS Plan of Merger and by executing and filing with the offices of the Secretary of State of the State of Delaware the certificate of merger with respect to the SOS Merger (the "*SOS Certificate of Merger*").

**NOW, THEREFORE, BE IT RESOLVED**, that the SOS Merger is hereby approved in all respects; and

**RESOLVED, FURTHER**, that the terms and provisions of the SOS Plan of Merger and the SOS Certificate of Merger, be and they hereby are, approved and authorized and the performance and consummation by the Corporation of its obligations thereunder and contemplated thereby are hereby authorized and approved in all respects.

**Plenary Authority**

**RESOLVED, FURTHER**, that any and all actions taken in good faith by any officer or director of the Corporation prior to the date hereof in connection with the matters contemplated by the foregoing resolutions and on behalf of the Corporation are in all respects ratified, confirmed and approved by the Corporation as its own act and deed, and shall be conclusively deemed to be such company act and deed for all purposes;

**RESOLVED, FURTHER**, that any director or officer of the Corporation be, and each hereby is, authorized to take, or cause to be taken, any and all actions which they may deem necessary or desirable to carry out the purpose and intent of the foregoing resolutions, and to make, execute and deliver, or cause to be made, executed and delivered, all agreements, undertakings, documents, instruments or certificates in the name, and on behalf of, the Corporation, as they may deem necessary or desirable in connection therewith, and to perform, or cause to be performed, the obligations of the Corporation under the agreements specified in the foregoing resolutions and any other agreements referred to or contemplated therein; and

**RESOLVED, FURTHER**, for purposes of these resolutions, a facsimile copy or an e-mail of a PDF file containing a copy of the signature page of any person executing these resolutions shall be effective as an original signature and effective as an execution counterpart thereof.

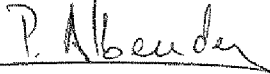
*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned have executed this Joint Written Consent, effective  
as of the date first written above.

**BOARD:**



ANTONIO HERNANDEZ CALLEJAS

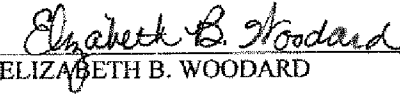


PABLO ALBENDEA SOLIS

FELIX HERNANDEZ CALLEJAS



BASTIAAN G. DE ZEEUW



ELIZABETH B. WOODARD


SIGNATURE PAGE OF THE  
JOINT WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS AND SHAREHOLDERS OF RIVIANA FOODS INC.

IN WITNESS WHEREOF, the undersigned have executed this Joint Written Consent, effective as of the date first written above.

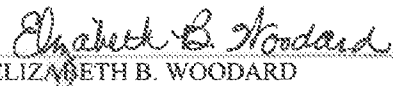
BOARD:

.....  
ANTONIO HERNANDEZ CALLEJAS

.....  
PABLO ALBENDEA SOLIS

  
.....  
FELIX HERNANDEZ CALLEJAS

  
.....  
BASTIAAN G. DE ZEEUW

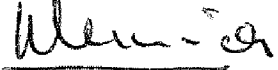
  
.....  
ELIZABETH B. WOODARD

SIGNATURE PAGE OF THE  
JOINT WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS AND SHAREHOLDERS OF RIVIANA FOODS INC.

**SHAREHOLDER:**

(75% of the issued and outstanding shares of Riviana Foods, Inc.)

EBRO FOODS, S.A.

By: 

Name: ANTONIO HERNANDEZ CALLEJAS

Title: EXECUTIVE PRESIDENT

SIGNATURE PAGE OF THE  
JOINT WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS AND SHAREHOLDERS OF RIVIANA FOODS INC.

**SHAREHOLDER:**  
**(15% of the issued and outstanding shares of Riviana  
Foods, Inc.)**

EBRO COSTA RICA, S.A.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

SIGNATURE PAGE OF THE  
JOINT WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS AND SHAREHOLDERS OF RIVIANA FOODS INC.

**SHAREHOLDER:**  
**(10% of the issued and outstanding shares of Riviana  
Foods, Inc.)**

EBRO RIVIANA GUATEMALA, S.A.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

SIGNATURE PAGE OF THE  
JOINT WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS AND SHAREHOLDERS OF RIVIANA FOODS INC.