

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Flavor House Products, Inc.		09/30/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Nutcracker Brands, Inc.
Street Address:	800 Market Street
Internal Address:	Suite 2900
City:	St. Louis
State/Country:	MISSOURI
Postal Code:	63101
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Registration Number:	1353099	
Registration Number:	1348344	
Registration Number:	0658838	ALL AMERICAN
Registration Number:	2084375	GO BANANAS
Registration Number:	3602890	HARVEST MANOR FARMS
Registration Number:	1342973	HOODY'S
Registration Number:	2440575	HOUSE OF ALMONDS SAN JOAQUIN VALLEY, CALIFORNIA
Registration Number:	0796038	LA-NUT
Registration Number:	3646030	MANOR CREEK NATURALS
Registration Number:	2002632	ORIGINAL NUT HOUSE BRANDS
Registration Number:	1936987	THE ORIGINAL NUT HOUSE
Registration Number:	0804819	TREAT TIME
Registration Number:	3341195	TROPICAL NUT CRUNCH

CH \$415.00 1353099

Registration Number:	3810260	SHANGHAI SENSATION
Registration Number:	2058820	
Registration Number:	1359462	FLAVOR HOUSE

CORRESPONDENCE DATA

Fax Number:

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

Phone: 314-877-7501
 Email: mshostet@ralcorp.com
 Correspondent Name: Mark S. Hostetler
 Address Line 1: 800 Market Street
 Address Line 2: Suite 2900
 Address Line 4: St. Louis, MISSOURI 63101

ATTORNEY DOCKET NUMBER:	NAME CHG TO NUTCRACKER
NAME OF SUBMITTER:	Mark S. Hostetler
Signature:	/Mark S. Hostetler/
Date:	12/04/2012

Total Attachments: 7

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Delaware

PAGE 1

The First State

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:

"HARVEST MANOR FARMS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "FLAVOR HOUSE PRODUCTS, INC." UNDER THE NAME OF "NUTCRACKER BRANDS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2012, AT 4:50 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2012, AT 11:59 O'CLOCK P.M.

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

0919834 8100M

121076695



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9881040

DATE: 09-28-12

TRADEMARK
REEL: 004912 FRAME: 0551

CERTIFICATE OF MERGER
OF
HARVEST MANOR FARMS, LLC
(a Delaware limited liability company)
INTO
FLAVOR HOUSE PRODUCTS, INC.
(a Delaware corporation)

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Flavor House Products, Inc., a Delaware corporation, and the name of the limited liability company being merged into this surviving corporation is Harvest Manor Farms, LLC, a Delaware limited liability company.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The name of the surviving corporation is Flavor House Products, Inc. The name of the surviving corporation is being amended to Nutcracker Brands, Inc.

FOURTH: The merger is to become effective on September 30, 2012 at 11:59 p.m. EDT.

FIFTH: The Agreement and Plan of Merger is on file at 800 Market Street, St. Louis, Missouri 63101, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH: The Certificate of Incorporation of the surviving corporation shall be amended and restated in its entirety to read as Exhibit A attached hereto.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 27th day of September, 2012.

FLAVOR HOUSE PRODUCTS, INC.


By  _____
Gregory A. Billhartz, Secretary

Exhibit A

Restated Certificate of Incorporation of Nutcracker Brands, Inc. fka Flavor House Products, Inc.

**RESTATED
CERTIFICATE OF INCORPORATION
OF
NUTCRACKER BRANDS, INC.**

ARTICLE FIRST The name of the Corporation is Nutcracker Brands, Inc.

ARTICLE SECOND Its registered office in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801 and the registered agent at such address is The Corporation Trust Company.

ARTICLE THIRD The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE FOURTH The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Class A Common Stock of the par value of One Dollar (\$1.00) each, amounting in the aggregate to One Thousand Dollars (\$1,000.00).

Upon this Restated Certificate of Incorporation becoming effective pursuant to the General Corporation Law of the State of Delaware (the "Effective Time"), the shares of Class A Common Stock issued and outstanding immediately prior to the Effective Time and the shares of Class A Common Stock issued and held in the treasury of the Corporation immediately prior to the Effective Time shall be reclassified as, and shall be combined and changed into, a smaller number of shares such that each 26.12 shares of issued Class A Common Stock immediately prior to the Effective Time shall be reclassified into and become one share of Class A Common Stock. From and after the Effective Time, certificates representing Class A Common Stock outstanding immediately prior to the Effective Time shall represent the number of whole shares of Class A Common Stock into which the Class A Common Stock shall have been reclassified pursuant to the foregoing provisions.

Upon the Effective Time, all shares of Class B Common Stock shall be cancelled.

The voting powers, designations, preferences, limitations, restrictions, relative rights and distinguishing designation of each class and/or series is as follows:

Each share of Class A Common Stock is entitled to one vote.

ARTICLE FIFTH All corporate powers of the Corporation shall be exercised by or under the direction of the Board of Directors except as otherwise provided herein or by applicable law. In furtherance and not in limitation of the powers conferred by law, the Board of Directors is expressly authorized:

(i) to adopt, amend or repeal Bylaws of the Corporation, subject to the right of the stockholders of the Corporation entitled to vote with respect thereto to adopt, amend or repeal Bylaws made by the Board of Directors; and

(ii) from time to time to determine whether and to what extent, at what time and place, and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to the inspection of any stockholder; and no stockholder shall have any right to inspect any account or book or document of the Corporation except as provided by applicable law or the Bylaws of the Corporation or as authorized by resolution of the stockholders or Board of Directors of the Corporation.

ARTICLE SIXTH No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director; provided, however, that the foregoing shall not be deemed to eliminate or limit the liability of a director to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. This provision is not intended to eliminate or narrow any defenses to or protection against liability otherwise available to directors of the Corporation. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE SEVENTH

1. Every person who was or is a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person or a person of whom such person is a legal representative is or was a director or officer of the Corporation or is or was serving at the request of the Corporation or for its benefit as a director, officer, employee or agent of any other corporation, or as the representative of the Corporation in a partnership, joint venture, trust or other entity, shall be indemnified and held harmless by the Corporation to the fullest extent legally permissible under the General Corporation Law of the State of Delaware, as amended from time to time, against all expenses, liabilities and losses (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably paid or incurred by such person in connection therewith. Such right of indemnification shall be a contract right that may be enforced in any manner desired by such person. Such right of indemnification shall include the right to be paid by the Corporation the expenses incurred in defending any such action, suit or proceeding in advance of its final disposition upon receipt of an undertaking by or on behalf of such person to repay such amount if ultimately it should be determined that such person is not entitled to be indemnified by the Corporation under the General Corporation Law of the State of Delaware. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of

indemnification under any Bylaw, agreement, vote of stockholders, provision of law or otherwise, as well as their rights under this Article.

2. The Board of Directors may adopt Bylaws from time to time with respect to indemnification to provide at all times the fullest indemnification permitted by the General Corporation Law of the State of Delaware, as amended from time to time, and may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation or for its benefit as a director, officer, employee or agent of any other corporation, or as the representative of the Corporation in a partnership, joint venture, trust or other entity, against any expense, liability or loss asserted against or incurred by any such person in any such capacity or arising out of any such status, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss.

ARTICLE EIGHTH To the maximum extent permitted by law, in the event that either the Corporation or any stockholder of the Corporation acquires knowledge of any potential transaction, agreement, arrangement or other matter which may be an opportunity for both the Corporation and such stockholder, neither the Corporation nor such stockholder will have any duty to communicate or offer such opportunity to the other and such stockholder will not be liable to the Corporation for breach of any fiduciary or other duty, as a stockholder or otherwise, and the Corporation will not be liable to such stockholder, by reason of the fact that the Corporation or such stockholder, as the case may be, pursues or acquires such opportunity for itself or does not communicate such opportunity or information regarding such opportunity to such stockholder or the Corporation, as the case may be.

ARTICLE NINTH The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders, directors and officers herein are granted subject to this reservation.

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Reservation No.	Entity Name	Entity Type	Cost	Status	Expiration Date (mm/dd/yyyy)
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5191788	NUTCRACKER BRANDS INC.	CORPORATION	75.00	RESERVED	11/28/2012
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SRV Number - 120889106

Payment Type - Credit Card

Card Number - ***3124**

Card Type - VI

Credit Card Reference Number - 073112124100714

Amount Charged - \$75.00

Note: You must print this page before logging out or performing a new reservation. If you do not print now this information will be lost and unavailable for future printing. Click on "Print Name Reservation Status" for printer friendly version of this page.