

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM314166

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Sunopta Fruit Group Inc.		12/23/2013	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Sunopta Grains and Foods Inc.		
Street Address:	7301 Ohms Lane, Suite 600		
City:	Edina		
State/Country:	MINNESOTA		
Postal Code:	55439		
Entity Type:	CORPORATION: MINNESOTA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3680438	FIST A TWIST	
Registration Number:	3911398	RESPECT FOR NATURE. PASSION FOR QUALITY	
CORRESPONDENCE DATA			
Fax Number:	8015786999		
<i>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.</i>			
Phone:	(801) 328-3131		
Email:	tm-slc@stoel.com		
Correspondent Name:	Catherine Parrish Lake		
Address Line 1:	201 South Main Street, Suite 1100		
Address Line 4:	Salt Lake City, UTAH 84111		
ATTORNEY DOCKET NUMBER:	39265-19		
NAME OF SUBMITTER:	Catherine Parrish Lake		
SIGNATURE:	/Catherine Parrish Lake/		
DATE SIGNED:	08/15/2014		
Total Attachments: 8			
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FILED *Ey*
Secretary of State
State of California

0293324 OUT
AGREEMENT OF MERGER

DEC 23 2013
ICC EFFECTIVE
DATE

DEC 31 2013

This Agreement of Merger is entered into by and among SunOpta Grains and Foods Inc., a Minnesota corporation (the "Surviving Corporation"), SunOpta Fruit Group Inc., a California corporation, and SunOpta Ingredients Inc., a Delaware corporation (each a "Merging Corporation" and collectively, the "Merging Corporations").

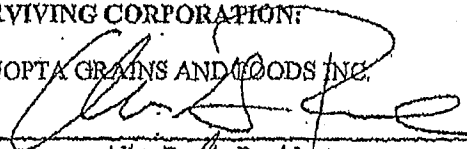
1. The Merging Corporations shall be merged into Surviving Corporation.
2. The outstanding shares of each Merging Corporation shall be canceled without consideration.
3. The outstanding shares of the Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Each Merging Corporation shall, from time to time, as and when requested by the Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law, which effectiveness shall be at 11:59 p.m. Eastern Time on December 31, 2013.
6. This Agreement of Merger may be executed in any number of counterparts, each of which shall be an original and all of which taken together shall constitute one and the same instrument.

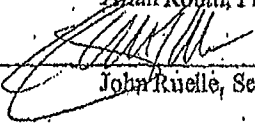
[Signature Page Follows]

IN WITNESS WHEREOF, the parties have executed this Agreement of Merger.

SURVIVING CORPORATION:

SUNOPTA GRAINS AND FOODS INC.

By: 
Allan Roth, President

By: 
John Ruelle, Secretary

MERGING CORPORATIONS:

SUNOPTA FRUIT GROUP INC.

By: _____
Joseph Stern, President

By: _____
John Ruelle, Secretary

SUNOPTA INGREDIENTS INC.

By: _____
Scott Gordon, President

By: _____
John Ruelle, Secretary

IN WITNESS WHEREOF, the parties have executed this Agreement of Merger.

SURVIVING CORPORATION:

SUNOPTA GRAINS AND FOODS INC.

By: _____
Allan Routh, President

By: _____
John Ruelle, Secretary

MERGING CORPORATIONS:

SUNOPTA FRUIT GROUP INC.

By: _____
Joseph Stard
Joseph Stard, President

By: _____
John Ruelle
John Ruelle, Secretary

SUNOPTA INGREDIENTS INC.

By: _____
Scott Gordon, President

By: _____
John Ruelle, Secretary

Signature Page to Agreement of Merger

IN WITNESS WHEREOF, the parties have executed this Agreement of Merger.

SURVIVING CORPORATION:

SUNOPTA GRAINS AND FOODS INC.

By: _____
Allan Routh, President

By: _____
John Ruelle, Secretary

MERGING CORPORATIONS:

SUNOPTA FRUIT GROUP INC.

By: _____
Joseph Stern, President

By: _____
John Ruelle, Secretary

SUNOPTA INGREDIENTS INC.

By: _____
Scott Gordon, President

By: _____
John Ruelle, Secretary

Signature Page to Agreement of Merger

SUNOPTA GRAINS AND FOODS INC.

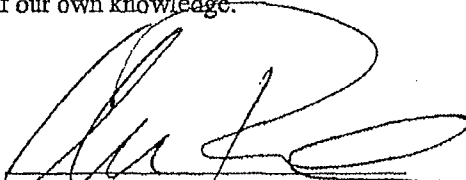
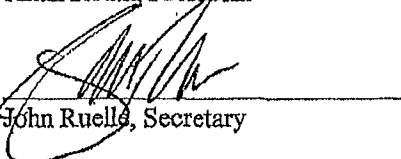
Certificate of Approval
of
Agreement of Merger

Allan Routh and John Ruelle certify that:

1. They are the President and Secretary, respectively, of SunOpta Grains and Foods Inc., a Minnesota corporation (the "Corporation").
2. The principal terms of the Agreement of Merger, in the form attached, were duly approved by the Board of Directors and by the sole shareholder of the Corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holder of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 1,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: December 23, 2013.


Allan Routh, President
John Ruelle, Secretary

SUNOPTA FRUIT GROUP INC.

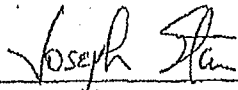
Certificate of Approval
of
Agreement of Merger

Joseph Stern and John Ruelle certify that:


1. They are the President and Secretary, respectively, of SunOpta Fruit Group Inc., a California corporation (the "Corporation").
2. The principal terms of the Agreement of Merger, in the form attached, were duly approved by the Board of Directors and by the sole shareholder of the Corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holder of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 1,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: December 23, 2013.



Joseph Stern, President



John Ruelle, Secretary

SUNOPTA INGREDIENTS INC.


Certificate of Approval
of
Agreement of Merger

Scott Gordon and John Ruelle certify that:

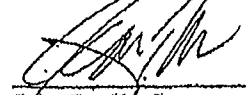
1. They are the President and Secretary, respectively, of SunOpta Ingredients Inc., a Delaware corporation (the "Corporation").
2. The principal terms of the Agreement of Merger, in the form attached, were duly approved by the Board of Directors and by the sole shareholder of the Corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holder of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 1,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: December 23, 2013.



Scott Gordon, President



John Ruelle, Secretary



I hereby certify that the foregoing transcript of 1 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

DEC 24 2013

Date: _____ *ky*

Debra Bowen
DEBRA BOWEN, Secretary of State