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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Barry Callebaut U.S.A. Inc. [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [X] Corporation-State [ ] Other Additional name(s) of conveying party(ies) attached? [ ] Yes [X] No

2. Name and address of receiving party(ies) Name: BC USA Delaware, Inc. Internal Address: Street Address: 400 Industrial Park Road City: St. Albans State: VT Zip: 05478 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [X] Corporation-State Delaware [ ] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [ ] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [ ] Yes [X] No

3. Nature of conveyance: [ ] Assignment [X] Merger [ ] Security Agreement [ ] Change of Name [ ] Other Execution Date: October 24, 2003

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) See attached Additional number(s) attached [X] Yes [ ] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Jennifer Nelson Internal Address: Hoff Curtis Street Address: P.O. Box 1124 City: Burlington State: VT Zip: 05402-1124

6. Total number of applications and registrations involved: 5 7. Total fee (37 CFR 3.41): \$ 200.00 [X] Enclosed [ ] Authorized to be charged to deposit account

8. Deposit account number:

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9. Signature: Aldo Zavagno Name of Person Signing [Signature] Signature 01-11-03 Date

Total number of pages including cover sheet, attachments, and document: Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

03/22/2004 MGETACHE 00000063 1029940

01 FC:8521 40.00 OP 02 FC:8522 100.00 OP

Refund Ref: 03/22/2004 MGETACHE 0000134937

CHECK Refund Total: \$60.00

TRADEMARK REEL: 002932 FRAME: 0792

Attachment to Recordation  
Form Cover Sheet filed by  
Barry Callebaut USA

<u>Trademark</u>	<u>U.S. Reg. No.</u>
Ultimate Chocolate	1,829,940
Ultimate Chunks	1,693,375
Van Leer & Design	1,223,604
Van Leer	943,823
American Couverture	2,179,739

STATE OF VERMONT  
OFFICE OF SECRETARY OF STATE

*Certificate of Merger*

*I, Deborah L. Markowitz, Secretary of State of the State of Vermont, do hereby certify that the merger of*

**BARRY CALLEBAUT U.S.A. INC.**

*a Vermont domestic company*

*into*

**BC USA DELAWARE, INC.**

*a Delaware domestic company*

*was filed in this office effective on October 24, 2003.*

*The name of the surviving corporation is*

**BC USA DELAWARE, INC.**

*October 15, 2003*

*Given under my hand and the seal  
of the State of Vermont, at  
Montpelier, the State Capital*



*Deborah L. Markowitz  
Secretary of State*

