

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

**10/14/2005**  
**900034072**

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	11/06/1989

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
S.J. MCCULLAGH, INC.		11/06/1989	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

<b>Name:</b>	S.J. MCCULLAGH, INC.
<b>Street Address:</b>	245 Swan Street
<b>City:</b>	Buffalo
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	14204
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	1615063	MCCULLAGH COFFEE

**CORRESPONDENCE DATA**

**Fax Number:** (716)849-0349  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
**Phone:** (716) 856-4000  
**Email:** ksuzan@hodgsonruss.com  
**Correspondent Name:** Kenneth D. Suzan  
**Address Line 1:** Hodgson Russ LLP  
**Address Line 2:** One M&T Plaza, Suite 2000  
**Address Line 4:** Buffalo, NEW YORK 14203

<b>ATTORNEY DOCKET NUMBER:</b>	S.J. MCCULLAGH
<b>NAME OF SUBMITTER:</b>	Kenneth D. Suzan
<b>Signature:</b>	/Kenneth D. Suzan/

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Date:

10/14/2005

Total Attachments: 6

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CERTIFICATE OF MERGER

OF

S.J. McCULLAGH, INC.  
(a New York corporation)

INTO

S.J. McCULLAGH, INC.  
(a Delaware corporation)

Under Section 207 of the  
Business Corporation Law

The undersigned, Warren E. Emlidge, Jr. and Carol H. Emlidge,  
being respectively the President and Secretary of each of S.J. McCULLAGH,  
INC., a corporation duly organized and existing under the laws of the  
State of New York, and S.J. McCULLAGH, INC., a corporation duly organized  
and existing under the laws of the State of Delaware, do hereby certify  
as follows:

1. The name of the corporation to be merged is S.J. McCULLAGH, INC., a New York corporation. The name of the surviving corporation is S.J. McCULLAGH, INC., a Delaware corporation.
2. (a) The designation and number of outstanding shares of S.J. McCullagh, Inc. (New York), the corporation to be merged, are 26 common shares of the par value of \$100.00 per share.  
(b) The designation and number of outstanding shares of S.J. McCullagh, Inc. (Delaware), the surviving corporation, are 18 common shares of the par value of \$1.00 per share.

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D.C.

D.C.

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3. The Certificate of Incorporation of S.J. McCullagh, Inc. (New York), the corporation to be merged, was filed by the Secretary of State of the State of New York on July 15, 1921. The Certificate of Incorporation of S.J. McCullagh, Inc. (Delaware), the surviving corporation, was filed by the Secretary of State of the State of Delaware on July 22, 1987. The surviving corporation has complied with the applicable provisions of the laws of the State of Delaware and this merger is permitted by such laws. The surviving corporation has not filed an application for authority to do business in the State of New York and shall not do business in New York until an application for such authority shall have been filed by the Department of State.

4. The surviving corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the corporation to be merged and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right of shareholders of the merged corporation to receive payment for their shares against the surviving corporation.

5. The surviving corporation agrees that, subject to the provisions of Section 623 of the Business Corporation Law of the State of New York, it shall promptly pay to the shareholders of the merged corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.

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CT CORPORATION

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6. The Secretary of State of the State of New York is designated as the agent of process of the surviving corporation upon whom process against it may be served in the manner set forth in Section 305(b) of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against the surviving corporation served upon him or her is c/o Hodgson, Russ, Andrews, Woods & Goodyear, 1800 One M & T Plaza, Buffalo, New York 14203.

7. The merger was authorized by the surviving corporation by unanimous written consent of its board of directors followed by unanimous written consent of all of its outstanding shares entitled to vote thereon. The merger was authorized by the corporation to be merged by unanimous written consent of its board of directors followed by unanimous written consent of all its outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned hereunto sign this Certificate and affirm the statements made herein as true under the penalties of perjury this 6 day of October, 2005.

S.J. McCallagh, Inc. (New York)

By Warren J. McCallagh  
 Warren J. McCallagh, President

By [Signature]  
 Corporate Secretary

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GT CORPORATION

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To SECRETARY OF STATE		Date:
NAME OF CORPORATION	S. J. MCCELLASH, INC.	FD-15-05109
Pursuant to provisions of Section 907 of the Business Corporation Law, the Commissioner of Taxation hereby consents to the MERGER of the above named corporation into S.J. MCCELLASH, INC. (INC). If filed on or before 5/1/96 Certificate and fee are attached.		
Filed by: Colby		Director, Processing Division
	4	By: <i>[Signature]</i>



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CT CORPORATION

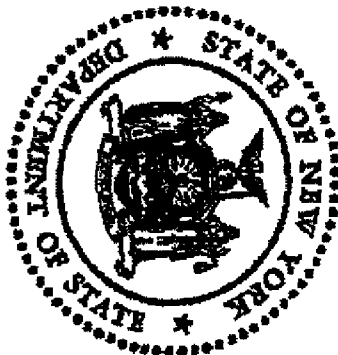
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State of New York }  
Department of State } ss:

I hereby certify that the attached copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

October 14, 2005



A handwritten signature in black ink, appearing to be "C. P. ...".

Special Deputy Secretary of State

DOB-1266 (9/03)



## CERTIFICATE OF MERGER

OF

S.J. McCULLAGH, INC.  
(a New York corporation)

INTO

S.J. McCULLAGH, INC.  
(a Delaware corporation)

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Under Section 907 of the  
Business Corporation Law

6124811

The undersigned, Warren E. Emblidge, Jr. and Carol H. Emblidge, being respectively the President and Secretary of each of S.J. McCULLAGH, INC., a corporation duly organized and existing under the laws of the State of New York, and S.J. McCULLAGH, INC., a corporation duly organized and existing under the laws of the State of Delaware, do hereby certify as follows:

1. The name of the corporation to be merged is S.J. McCULLAGH, INC., a New York corporation. The name of the surviving corporation is S.J. McCULLAGH, INC., a Delaware corporation.

2. (a) The designation and number of outstanding shares of S.J. McCullagh, Inc. (New York), the corporation to be merged, are 26 common shares of the par value of \$100.00 per share.

(b) The designation and number of outstanding shares of S.J. McCullagh, Inc. (Delaware), the surviving corporation, are 10 common shares of the par value of \$1.00 per share.

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3. The Certificate of Incorporation of S.J. McCullagh, Inc. (New York), the corporation to be merged, was filed by the Secretary of State of the State of New York on July 15, 1921. The Certificate of Incorporation of S.J. McCullagh, Inc. (Delaware), the surviving corporation, was filed by the Secretary of State of the State of Delaware on July 22, 1987. The surviving corporation has complied with the applicable provisions of the laws of the State of Delaware and this merger is permitted by such laws. The surviving corporation has not filed an application for authority to do business in the State of New York and shall not do business in New York until an application for such authority shall have been filed by the Department of State.

4. The surviving corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the corporation to be merged and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right of shareholders of the merged corporation to receive payment for their shares against the surviving corporation.

5. The surviving corporation agrees that, subject to the provisions of Section 623 of the Business Corporation Law of the State of New York, it shall promptly pay to the shareholders of the merged corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation law of the State of New York relating to the rights of shareholders to receive payment for their shares.

TRADEMARK

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6. The Secretary of State of the State of New York is designated as the agent of process of the surviving corporation upon whom process against it may be served in the manner set forth in Section 306(b) of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against the surviving corporation served upon him or her is c/o Hodgson, Russ, Andrews, Woods & Goodyear, 1800 One M & T Plaza, Buffalo, New York 14203.

7. The merger was authorized by the surviving corporation by unanimous written consent of its board of directors followed by unanimous written consent of all of its outstanding shares entitled to vote thereon. The merger was authorized by the corporation to be merged by unanimous written consent of its board of directors followed by unanimous written consent of all its outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned hereunto sign this Certificate and affirm the statements made herein as true under the penalties of perjury this 6 day of November, 1989.

S.J. McCULLAGH, INC. (New York)

By: Warren E. Embridge  
Warren E. Embridge, President

By: Carol H. Embridge  
Carol H. Embridge, Secretary

S.J. McCULLAGH, INC. (Delaware)

By: Warren E. Embridge  
Warren E. Embridge, President

By: Carol H. Embridge  
Carol H. Embridge, Secretary

CT-91 (S/87) State of New York - Department of Taxation and Finance - Corporation Tax  
 Albany, New York 12227

To: SECRETARY OF STATE Date: 3/19/90

NAME OF CORPORATION S. J. McCULLAGH INC. ID# 16-0545970-AA2

Pursuant to provisions of Section 907 of the Business Corporation Law, the Commissioner of Taxation and Finance hereby consents to the Merger of the above named corporation, into S.J. McCULLAGH, INC. (DE), if filed on or before 5/1/90.

Certificate and fee are attached.

Filed by: Colby

Director, Processing Division  
 By: *M. Wood*

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C124811-5

CERTIFICATE OF MERGER

OF

S.J. MCCULLAGH, INC.  
(a New York corporation)

INTO

S.J. MCCULLAGH, INC.  
(a Delaware corporation)

Under Section 907 of the  
Business Corporation Law

STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED MAR 20 2005

AMT OF CHECK \$ 200  
FILING FEE \$ 200  
TAX \$  
COUNTY FEE \$  
COPIES \$  
CERT \$  
REFUND \$  
SPECIMEN \$  
WT: *Carie*

HODGSON RUSS, ANNETTA WOODS & GOODSTAR  
1800 ONE N & T PLAZA  
BIRZALO, N. Y. 14803-6961

MAR 17 12 04 PM '05

*Carie*  
183858  
3/20/05  
58939991  
3/20

MAR 20 2005

State of New York }  
Department of State } ss:

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**October 14, 2005**



A handwritten signature in black ink, appearing to be "R. H. Ho", is written over the seal.

*Special Deputy Secretary of State*

DOS-1266 (9/05)