

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
EFFECTIVE DATE:	12/31/2003		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Amurof Confections Company, LLC		12/31/2003	LIMITED LIABILITY COMPANY:
RECEIVING PARTY DATA			
Name:	Wm. Wrigley Jr. Company		
Street Address:	410 North Michigan Avenue		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60611		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2297040	EVEREST	
CORRESPONDENCE DATA			
Fax Number:	(312)645-3503		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	(312) 644-2121		
Email:	jennifer.powe@wrigley.com		
Correspondent Name:	Wm. Wrigley Jr. Company		
Address Line 1:	410 North Michigan Avenue		
Address Line 4:	Chicago, ILLINOIS 60611		
ATTORNEY DOCKET NUMBER:	EVE/US		
NAME OF SUBMITTER:	Jennifer Powe		
Signature:	/jennifer powe/		

CH \$40.00 2297040

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TRADEMARK
REEL: 003215 FRAME: 0318

Date:

12/22/2005

Total Attachments: 11

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Form **LLC-37.25**
January 1999

Jesse White
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 359, Howlett Building
Springfield, IL 62756
<http://www.sos.state.il.us>

Remit payment in check or money order,
payable to "Secretary of State."
Filing Fee is \$100, but if merger of more
than two entities, \$50 for each additional
entity.

Illinois
Limited Liability Company Act
Articles of Merger

SUBMIT IN DUPLICATE

Must be typewritten

This space for use by Secretary of State

Date 12-26-03
Assigned File # 0108-170-5
Filing Fee \$100
Approved: JB

This space for use by
Secretary of State

FILED

DEC 26 2003

LIMITED LIABILITY CO. DIV.
JESSE WHITE
SECRETARY OF STATE

1. Names of the entities proposing to merge, and the state or country of their organization:

Name of Entity	Type of Entity (Corporation Limited Liability Company, Limited Partnership, General Partnership or other permitted entity)	Domestic State or Country	Illinois Secretary of State File # (if any)
<u>Amuro! Confections Company</u>	<u>Corporation</u>	<u>Illinois</u>	<u>3034-797-8</u>
<u>Amuro! CC LLC</u>	<u>Limited Liability Company</u>	<u>Illinois</u>	<u>01081705</u>
_____	_____	_____	_____

2. The plan of merger has been approved and signed by each limited liability company and other entity that is to merge. If a corporation is a party to the merger, a copy of the plan as approved is attached to these articles of merger.

3. (a) Name of the surviving entity: Amuro! CC LLC
- (b) Address of the surviving entity: 2800 North Route 47, Yorkville, IL 60560

4. Effective date of merger: (check one)
- a) ☒ the filing date, or
- b) ☐ a later date, but not more than 30 days subsequent to the filing date:

(month, day and year)

5. All limited liability companies that are parties to this merger and were on record with the Illinois Secretary of State prior to January 1, 1998, have elected in their operating agreements to be governed by the amendatory Act of 1997.

LLC-37.25

6. If the survivor is a limited liability company, stated below are changes that are necessary to its articles of organization by reason of this merger:

The name of the limited liability company is changed to:

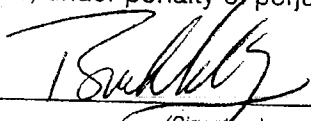
Amurol Confections Company, LLC


7. For the limited liability companies that are parties to the merger, complete the following:

Name of LLC	Jurisdiction	Organization Date	Date of Admission to Illinois (foreign LLC's)
<u>Amurol CC LLC</u>	<u>Illinois</u>	<u>12-26-03</u>	

8. If the surviving entity is not a limited liability company, it agrees that it may be served with process in this State and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of a Limited Liability Company previously subject to suit in this State which is to merge, and for the enforcement, as provided in this Act, of the right of members of any limited liability company to receive payment for their interest against the surviving entity.

9. The undersigned entities caused these articles to be signed by the duly authorized person, each of whom affirms, under penalty of perjury, that the facts stated herein are true.

1. 
 (Signature)
Bruce Atherley, President & CEO
 (Type or print name and title)
Amurol Confections Company
 (Name if a corporation or other entity)

2. 
 (Signature)
Alan J. Schneider, Manager
 (Type or print name and title)
Amurol CC LLC
 (Name if a corporation or other entity)

3. _____
 (Signature)

 (Type or print name and title)

 (Name if a corporation or other entity)

4. _____
 (Signature)

 (Type or print name and title)

 (Name if a corporation or other entity)

If additional space is needed, it must be continued in the same format on a plain white 8 1/2X11" sheet, which must be stapled to this form.

(Signatures must be in ink on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

Form **LLC-5.5**
December 2003

Jesse White
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 351, Howlett Building
Springfield, IL 62756
<http://www.cyberdriveillinois.com>

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

Illinois
Limited Liability Company Act
Articles of Organization

Must be typewritten

This space for use by Secretary of State

Date 12-26-03
Assigned File # 0108-170-5
Filing Fee JB \$500.00
Approved: JB

This space for use by
Secretary of State

FILED

DEC 26 2003

LIMITED LIABILITY CO. DIV.
JESSE WHITE
SECRETARY OF STATE

1. Limited Liability Company Name: Amurol CC LLC

(The LLC name must contain the words limited liability company, L.L.C. or LLC and cannot contain the terms corporation, corp., incorporated, inc., ltd., co., limited partnership, or L.P.)

2. The address of its principal place of business: (Post office box alone and c/o are unacceptable.)
2800 North Route 47

Yorkville, IL 60560

3. The Articles of Organization are effective on: (Check one)

a) ☒ the filing date, or b) _____ another date later than but not more than 60 days subsequent to the filing date: _____
(month, day, year)

4. The registered agent's name and registered office address is:

Registered agent:	Libby		Pinkelton
	<i>First Name</i>	<i>Middle Initial</i>	<i>Last Name</i>
Registered Office:	410 N. Michigan Avenue		
(P.O. Box and c/o are unacceptable)	<i>Number</i>	<i>Street</i>	<i>Suite #</i>
	Chicago, IL 60611	Cook	
	<i>City</i>	<i>ZIP Code</i>	<i>County</i>

5. Purpose or purposes for which the LLC is organized: Include the business code # (IRS Form 1065).
(If not sufficient space to cover this point, add one or more sheets of this size.)

"The transaction of any or all lawful business for which limited liability companies may be organized under this Act."

6. The latest date, if any, upon which the company is to dissolve _____
(month, day, year)

Any other events of dissolution enumerated on an attachment. (Optional)

LLC-4.8

LLC-5.5

7. Other provisions for the regulation of the internal affairs of the LLC per Section 5-5 (a) (8) included as attachment:
If yes, state the provisions(s) from the ILLCA. ☐ Yes ☒ No

8. a) Management is by manager(s): ☒ Yes ☐ No
If yes, list names and business addresses.
Alan Schneider, 410 N. Michigan Avenue, Chicago, IL 60611

- b) Management is vested in the member(s): ☐ Yes ☒ No
If yes, list names and addresses.

9. I affirm, under penalties of perjury, having authority to sign hereto, that these articles of organization are to the best of my knowledge and belief, true, correct and complete.

Dated 12/24, 2003
(Month/Day) (Year)

Signature(s) and Name(s) of Organizer(s)

1. [Signature]
Robert J. Willson, Jr., Organizer
(Type or print name and title)
(Name if a corporation or other entity)
2. _____
Signature
(Type or print name and title)
(Name if a corporation or other entity)
3. _____
Signature
(Type or print name and title)
(Name if a corporation or other entity)

Address(es)

1. 130 E. Randolph Dr., Suite 3500
Number Street
Chicago, IL 60601
City/Town
State ZIP Code
2. _____
Number Street
City/Town
State ZIP Code
3. _____
Number Street
City/Town
State ZIP Code

(Signatures must be in ink on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

0108170-5

LIBBY PINKELTON
410 N. MICHIGAN AVE
CHICAGO, IL 60611-0000

12/26/2003

RE AMUROL CONFECTIONS COMPANY, LLC

DEAR SIR OR MADAM:

ARTICLES OF MERGER FOR THE ABOVE-NAMED COMPANY HAVE BEEN
PLACED ON FILE.

THE REQUIRED FEE IS HEREBY ACKNOWLEDGED.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY COMPANY DIVISION
TELEPHONE (217)524-8008

JW:LLC

EXHIBIT A

PLAN OF MERGER

This Plan of Merger contains the terms of the merger (the "Merger") between Amuro! Confections Company, an Illinois corporation (the "Corporation"), and Amuro! CC LLC, an Illinois limited liability company (the "LLC", and sometimes hereinafter, the "Surviving Entity"), for the purpose of, among other things, converting the Corporation from the corporate form into the limited liability company form.

PRELIMINARY STATEMENTS

- A. The total number of shares which the Corporation has authority to issue is 25,000 shares of Common Stock, \$10.00 par value per share (the "Common Stock"), of which 7,637 shares are issued and outstanding to the sole shareholder of the Corporation (the "Shareholder");
- B. The Corporation is a wholly-owned subsidiary of the Shareholder and the LLC is a wholly-owned subsidiary of the Corporation;
- C. The board of directors and shareholder of the Corporation shall have approved this Plan of Merger;
- D. The Manager and the sole member of the LLC shall have approved this Plan of Merger; and
- E. The Corporation and the LLC desire to effect the Merger as a tax-free reorganization pursuant to Section 368(a)(1)(F) of the Internal Revenue Code, as amended.

ARTICLE I – THE MERGER

1.1 Surviving Entity. Upon the terms and subject to the conditions contained in this Plan of Merger, at the Effective Time (as defined herein) and in accordance with the Illinois Business Corporation Act, as amended ("IBCA"), and the Illinois Limited Liability Company Act, as amended ("LLCA"), the Corporation shall be merged with and into the LLC pursuant to this Plan of Merger. The LLC, as the entity surviving in the Merger, shall continue unaffected and unimpaired by the Merger, to exist under and be governed by the laws of the State of Illinois. Upon the effectiveness of the Merger, the separate existence of the Corporation shall cease, except to the extent provided by law in the case of a corporation after its merger into another entity, and the Surviving Entity shall succeed to and assume all the rights and obligation of the Corporation.

1.2 Name of Surviving Entity. Upon and after the Effective Time of the Merger, the name of the Surviving Entity shall be:

Amuro! Confections Company, LLC

1.3 Street Address of Surviving Entity. Upon and after the Effective Time of the Merger, the street address of the Surviving Entity shall be 2800 North Route 47, Yorkville, Illinois, 60560.

1.4 Effective Time. The Merger shall become effective upon the date that the Articles of Merger are filed with the Secretary of State of the State of Illinois pursuant to the IBCA and the LLCA (the "Effective Time").

1.5 Operating Agreement and Managers. The Operating Agreement of the LLC, as in effect immediately prior to the Effective Time, shall continue in full force and effect as the Operating Agreement of the Surviving Entity, except that the name of the LLC shall be reflected as "Amurol Confections Company, LLC." The initial Manager of the Surviving Entity shall consist of the Manager of the LLC immediately prior to the Effective Time, who shall serve until his successors are duly elected and qualified.

ARTICLE II – CONVERSION OF SHARES

2.1 Conversion Terms. As of the Effective Time, by virtue of the Merger and without any action of the part of the Shareholder of the Corporation or the sole member of the LLC:

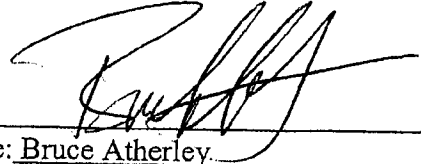
(a) All shares of the Common Stock of the Corporation that, immediately prior to the Effective Time, are issued, outstanding or held in treasury of the Corporation shall be canceled and extinguished.

(b) All of the membership interests in the LLC that immediately prior to the Effective Time are issued shall be canceled and extinguished and the Shareholder shall receive 1,000 units of the LLC, representing a 100% interest in the LLC such that, upon the Effective Time, the LLC shall be a wholly-owned subsidiary of the Shareholder.


The Merger shall constitute a reorganization as described in Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended from time to time.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of December __, 2003.

AMUROL CONFECTIONS COMPANY

By: 
Name: Bruce Atherley
Title: President & Chief Executive Officer

AMUROL CC LLC

By: 
Alan Schneider
Manager



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

DECEMBER 26, 2003

0108170-5

LIBBY PINKELTON
410 N. MICHIGAN AVE
CHICAGO, IL 60611-0000

RE AMUROL CC LLC

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF ORGANIZATION THAT CREATED YOUR LIMITED LIABILITY COMPANY. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

DUE TO STATUTORY CHANGES IN THE LIMITED LIABILITY COMPANY ACT, CERTIFICATES OF ORGANIZATION WILL NO LONGER BE ISSUED WITH THE ARTICLES OF ORGANIZATION.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY COMPANY DIVISION
TELEPHONE (217)524-8008

JW:LLC

ASSIGNMENT OF TRADEMARKS AND SERVICEMARKS

This Assignment of Trademarks and Servicemarks ("Assignment") is made as of December 31, 2003 by Amuroi Confections Company, LLC, an Illinois limited liability company ("Assignor"), to Wm. Wrigley Jr. Company a Delaware corporation ("Assignee").

PRELIMINARY STATEMENT

Assignor desires to transfer and assign to Assignee, and Assignee desires to accept the transfer and assignment of, all of Assignor's worldwide right, title and interest in, to and under Assignor's name, Assignor's registered and unregistered domestic and foreign trademarks, trade names and servicemarks, all associated registrations and applications therefor and any renewals and extensions thereof, and any assumed fictional business names (all of the foregoing being referred to herein as the "Marks").

AGREEMENT

1. ASSIGNMENT OF MARKS

Assignor, for and in acknowledgement of receipt of the consideration set forth in the Agreement, hereby transfers and assigns to Assignee, and Assignee hereby accepts the transfer and assignment of, all of Assignor's worldwide right, title and interest in, to and under the Marks, together with the goodwill of the business associated therewith and which is symbolized thereby, and all causes of action, rights of recovery and claims for damages and other relief referring or pertaining to the Marks, including claims for past and future infringement, that may hereafter be secured under the laws now or hereafter in effect in all countries around the world, the same to be held and enjoyed by Assignee, its successors and assigns as fully and entirely as the same would have been held and enjoyed by Assignor had this Assignment not been made.

2. POWER OF ATTORNEY

Assignor hereby constitutes and appoints Assignee, its true and lawful attorney-in-fact, with full power of substitution in Assignor's name and stead but for Assignee's benefit to take any and all steps including proceedings at law, in equity or otherwise, and to execute, acknowledge and deliver any and all instruments and assurances necessary or expedient in order to vest the aforesaid Marks more effectively in Assignee or to protect the same, or to enforce any claim or right of any kind with respect thereto (at Assignor's cost and expense).

3. GOVERNING LAW

Except to the extent that federal law preempts state law with respect to the matters covered by this Assignment, it will be governed by and construed under the laws of Illinois without regard to conflicts of laws principles that would require the application of any other law.

Assignor has executed and delivered this Assignment as of the date indicated in the first sentence of this Assignment.

Amurol Confections Company, LLC

By: Wm. Wrigley Jr. Company
Its: Manager

By: 

Name: Alan J. Schneiker

Title: V.P. & Treasurer

Witness: 