

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/03/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Artisan Confections Company		01/03/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Scharffen Berger
Street Address:	914 Heinz Avenue
City:	Berkeley
State/Country:	CALIFORNIA
Postal Code:	94710
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Serial Number:	78696391	ARTISAN CONFECTIONS
Serial Number:	78696411	ARTISAN CONFECTIONS COMPANY

CORRESPONDENCE DATA

Fax Number: (717)534-7549
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 717-534-7911
 Email: lduquette@hersheys.com
 Correspondent Name: Lois B. Duquette
 Address Line 1: 100 Crystal A Drive
 Address Line 2: Law Department
 Address Line 4: Hershey, PENNSYLVANIA 17033

NAME OF SUBMITTER:	Lois B. Duquette
Signature:	/Lois B. Duquette/

OP \$65.00 78696391

Date:

12/05/2006

Total Attachments: 7

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In the Office of the Secretary of State
of the State of California

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**AGREEMENT OF MERGER
OF
ARTISAN CONFECTIONS COMPANY
AND
SCHARFFEN BERGER CHOCOLATE MAKER, INC.**

This Agreement of Merger (the "Agreement") is made and entered into as of December 30, 2005, pursuant to and in accordance with Section 1101 of the California General Corporation Law (the "CGCL") between Scharffen Berger Chocolate Maker, Inc. a California corporation ("Company"), and Artisan Confections Company, a Delaware corporation ("Artisan" and, together with Company, the "Constituent Corporations"). The Constituent Corporations are wholly owned subsidiaries of The Hershey Company, a Delaware corporation ("Parent").

RECITALS

A. The respective Boards of Directors of each of the Constituent Corporations have approved this Agreement and the merger of Artisan with and into Company (the "Merger").

B. The principal terms of this Agreement and the Merger have been approved by the sole shareholder of the Company and the sole shareholder of Artisan.

NOW THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the parties hereto hereby agree as follows:

ARTICLE I

THE CONSTITUENT CORPORATIONS

1.1 Company. The authorized capital stock of Company consists of 10,000 shares of common stock, par value \$0.0001 per share ("Company Common Stock"). As of the date of this Agreement, at the time of the Merger, 10,000 shares of Company Common Stock are outstanding, all of which are held by Parent.

1.2 Artisan. The authorized capital stock of Artisan consists of 10,000 shares of common stock, \$0.0001 par value per share ("Artisan Common Stock"). As of the date of this Agreement, 10,000 shares of Artisan Common Stock are outstanding, all of which are held by Parent.

ARTICLE II

THE MERGER

2.1 The Merger. At the Effective Time (as defined in Section 2.2) and subject to and upon the terms and conditions of this Agreement and the applicable provisions of the CGCL and the Delaware General Corporation Law (the "DGCL"), Artisan shall be merged with and into Company, the separate corporate existence of Artisan shall cease and Company shall continue as the surviving corporation. Company, as the surviving

corporation after the Merger, is hereinafter sometimes referred to as the "Surviving Corporation."

2.2 Effective Time; Closing. This Agreement shall be effective upon the filing of this Agreement and the Officers' Certificates with the Secretary of State of the State of California (the time of such filing, the "Effective Time").

2.3 Effect of the Merger. The effect of the Merger shall be as provided in this Agreement and the applicable provisions of the CGCL and the DGCL. Without limiting the generality of the foregoing and subject thereto, at the Effective Time, all the property, rights, privileges, powers and franchises of Company and Artisan shall vest in the Surviving Corporation, and all debts, liabilities and duties of Company and Artisan shall become the debts, liabilities and duties of the Surviving Corporation.

2.4 Articles of Incorporation. At the Effective Time, the articles of incorporation of the Company shall be the articles of incorporation of the Surviving Corporation.

2.5 Effect on Capital Stock. Subject to the terms and conditions of this Agreement, by virtue of the Merger and without any action on the part of Parent, Artisan or Company, at the Effective Time, each share of Artisan Common Stock issued and outstanding immediately prior to the Effective Time shall be automatically retired and canceled without consideration.

ARTICLE III

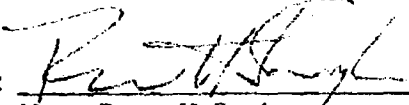
MISCELLANEOUS

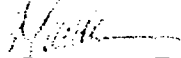
3.1 Further Action. If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Agreement or to vest the Surviving Corporation with full right, title and possession to all assets, property, rights, privileges, powers and franchises of either Company, Parent or Artisan, the officers and directors of Company, Parent and Artisan are fully authorized in the name of their respective corporations or otherwise to take, and will take, all such lawful and necessary action.

3.2 Multiple Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be an original, but all of which when taken together shall constitute one and the same agreement.


IN WITNESS WHEREOF the parties have executed this Agreement.

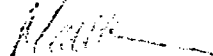
ARTISAN CONFECTIONS COMPANY

By: 
Name: Burton H. Snyder
Title: Chairman of the Board

By: 
Name: Mary Louise Porter
Title: Assistant Secretary

SCHARFFEN BERGER CHOCOLATE
MAKER, INC.

By: 
Name: Burton H. Snyder
Title: Chairman of the Board

By: 
Name: Mary Louise Porter
Title: Assistant Secretary

ARTISAN CONFECTIONS COMPANY

CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

The undersigned hereby certify that:

1. They are the Chairman of the Board and the Assistant Secretary respectively, of Artisan Confections Company, a Delaware corporation (the "Company").
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the board of directors of the Company.
3. 10,000 shares of the common stock of the Company, par value \$0.0001 per share, representing 100% of the issued and outstanding shares of the common stock of the Company as of December 30, 2005, were entitled to vote on the merger contemplated by the Agreement of Merger.
4. A 100% vote of the issued and outstanding shares of the common stock of the Company is the voting percentage required to approve the Agreement of Merger.
5. The principal terms of the Agreement of Merger in the form attached were approved by 100% of the holders of the common stock of the Company.

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.

Date: 12/30, 2005


Burton H. Snyder


Mary Louise Porter

PAT. NO. 3,631,151

SCHARFFEN BERGER CHOCOLATE MAKER, INC.

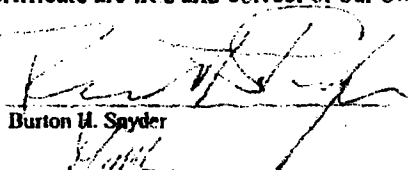
CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

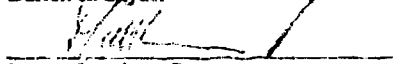
The undersigned hereby certify that:

1. They are the Chairman of the Board and the Assistant Secretary respectively, of Scharffen Berger Chocolate Maker, Inc. a California corporation (the "Company").
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the board of directors of the Company.
3. 10,000 shares of the common stock of the Company, par value \$0.0001 per share, representing 100% of the issued and outstanding shares of the common stock of the Company as of December 30, 2005, were entitled to vote on the merger contemplated by the Agreement of Merger.
4. A majority vote of the issued and outstanding shares of common stock of the Company is the voting percentage required to approve the Agreement of Merger.
5. The principal terms of the Agreement of Merger in the form attached were approved by the holders of the common stock of the Company that exceeded the votes required.

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.

Date: 12/30, 2005


Burton H. Snyder


Mary Louise Porter

PA10AL10:363151

CERTIFICATE OF MERGER
OF
ARTISAN CONFECTIONS COMPANY,
A DELAWARE CORPORATION
INTO
SCHARFFEN BERGER CHOCOLATE MAKER, INC.,
A CALIFORNIA CORPORATION

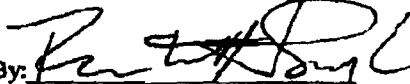
Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

- 1) The name of each constituent corporation is Scharffen Berger Chocolate Maker, Inc., a California corporation and Artisan Confections Company, a Delaware corporation.
- 2) An Agreement of Merger (the "Merger Agreement"), dated as of December 30, 2005 has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Title, 8, Section 252 of the Delaware General Corporation Law.
- 3) The name of the surviving corporation in the merger is Scharffen Berger Chocolate Maker, Inc., a California corporation.
- 4) The Articles of Incorporation of the surviving corporation shall be its Articles of Incorporation.
- 5) The merger is to become effective upon filing of the Merger Agreement.
- 6) The executed Merger Agreement is on file at Scharffen Berger Chocolate Maker, Inc., 914 Heinz Avenue, Berkeley, California 94710, the place of business of the surviving corporation.
- 7) A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.
- 8) The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Artisan Confections Company, as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of Title 8, Section 262 of the Delaware General Corporation Law, and irrevocably appoints the Secretary of State of the State of Delaware as its agent to

accept service of process in any such suit or other proceeding. The Secretary of State shall mail any such process to the surviving corporation at the following address: Scharffen Berger Chocolate Maker, Inc., 914 Heinz Avenue, Berkeley, California 94710.

IN WITNESS WHEREOF, the surviving corporation has caused this Certificate of Merger to be executed by an authorized officer on the 30th day of December, 2005.

SCHARFFEN BERGER CHOCOLATE MAKER, INC.

By: 

Name: Burton R. Snyder
Title: Chairman of the Board

PALOALTO:36319.1