

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
THE THD GROUP LLC		06/29/2007	LIMITED LIABILITY COMPANY: OHIO

RECEIVING PARTY DATA

Name:	Tim Hortons USA Inc.
Street Address:	4150 Tuller Road
Internal Address:	Suite 236
City:	Dublin
State/Country:	OHIO
Postal Code:	43017
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Serial Number:	75366102	ALWAYS FRESH TIM HORTONS
Serial Number:	75366315	TIM HORTONS ALWAYS FRESH
Serial Number:	74025793	TIM HORTONS
Serial Number:	75550896	COFFEE YOU CAN COUNT ON
Serial Number:	75552338	TIM'S OWN
Serial Number:	75644195	GREAT COFFEE EVERY TIME
Serial Number:	78097794	BLUEBERRY BURST
Serial Number:	75008873	TIM HORTONS
Serial Number:	75008874	TIMBITS
Serial Number:	78303851	THE BIG TIM
Serial Number:	76602143	ALWAYS FRESH. ALWAYS THERE.

CH \$415.00 75366102

Serial Number:	78455691	MOCHA MADNESS
Serial Number:	78455707	CHILLIN' VANILLA
Serial Number:	78614150	TIM HORTONS TOGETHER WITH YOU, MAKING GOOD THINGS HAPPEN.
Serial Number:	78878070	NOTHING CHILLS LIKE IT
Serial Number:	77096782	TIM CARD

CORRESPONDENCE DATA

Fax Number: (202)530-1055

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 202-530-1010

Email: wolsen@fchs.com

Correspondent Name: FITZPATRICK, CELLA, HARPER & SCINTO

Address Line 1: 30 Rockefeller Plaza

Address Line 2: 38th Floor

Address Line 4: New York, NEW YORK 10112-3801

ATTORNEY DOCKET NUMBER:	02255.000100
NAME OF SUBMITTER:	Warren E. Olsen [Reg. No. 27,290]
Signature:	/warreneolsen/
Date:	07/03/2007

Total Attachments: 5

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"THE THD GROUP LLC", AN OHIO LIMITED LIABILITY COMPANY, WITH AND INTO "TIM HORTONS USA INC." UNDER THE NAME OF "TIM HORTONS USA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JUNE, A.D. 2007, AT 7:54 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF JUNE, A.D. 2007, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4372857 8100M

070771203



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5808133

DATE: 06-30-07

TRADEMARK
REEL: 003573 FRAME: 0747

**CERTIFICATE OF
MERGER OF
THE THD GROUP, LLC,
an Ohio limited liability company
with and into
TIM HORTONS USA INC., a Delaware corporation**

The undersigned, a corporation organized and existing under the laws of Delaware, hereby certifies as follows in accordance with Section 264 of the Delaware General Corporation Law (the "DGCL"):

i) The name and state of each of the constituent entities to the merger are as follows:

<u>Name</u>	<u>State</u>
The THD Group LLC	Ohio
Tim Hortons USA Inc.	Delaware

ii) An agreement of merger between the constituent entities (the "Agreement of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264(c) of the DGCL.

iii) The name of the surviving corporation of the merger shall be Tim Hortons USA Inc. (the "Surviving Corporation").

iv) The effective date and time of the merger shall be 11:59 p.m. Eastern Daylight Time on June 30, 2007 (the "Effective Time").

v) The Certificate of Incorporation of Tim Hortons USA Inc. at the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation.

vi) The Agreement of Merger is on file at the principal place of business of the Surviving Corporation at 4150 Tuller Road, Suite 236, Dublin, Ohio 43017.


vii) A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder or any member, as applicable, of the constituent entities.

[Signature page follows.]

* * *

IN WITNESS WHEREOF, Tim Hortons USA Inc. has caused this Certificate of Merger to be executed in its name this 28 day of June, 2007.

TIM HORTONS USA INC.,
a Delaware corporation

By: 
Name: Christos G. Laganos
Title: Senior Vice President

*** 200718300498***

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
07/02/2007	200718300498	MERGER/DOMESTIC (MER)	125.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM
ATTN: TIMOTHY ROBERSON
17 S. HIGH ST., SUITE 1100
COLUMBUS, OH 43215

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jennifer Brunner

1710589

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

TIM HORTONS USA INC.

and, that said business records show the filing and recording of:

Document(s):

MERGER/DOMESTIC

Document No(s):

200718300498



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 30th day of June, A.D. 2007.

A handwritten signature in cursive script, appearing to read "Jennifer Brunner".

Ohio Secretary of State

**TRADEMARK
REEL: 003573 FRAME: 0750**

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
07/02/2007	200718300498	MERGED OUT OF EXISTENCE (MEX)	.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM
ATTN: TIMOTHY ROBERSON
17 S. HIGH ST., SUITE 1100
COLUMBUS, OH 43215

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

1585968

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

THE THD GROUP LLC

and, that said business records show the filing and recording of:

Document(s):
MERGED OUT OF EXISTENCE

Document No(s):
200718300498



United States of America
State of Ohio
Office of the Secretary of State

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