

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/11/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bradshaw International, Inc.		08/11/2010	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Bradshaw International, Inc.
Street Address:	9409 Buffalo Avenue
City:	Rancho Cucamonga
State/Country:	CALIFORNIA
Postal Code:	91730
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 37

Property Type	Number	Word Mark
Registration Number:	1604386	GOOD COOK
Registration Number:	1767212	GOODCOOK ULTRA SERIES
Registration Number:	1767215	GOOD COOK
Registration Number:	1983228	BRIGHT BUYS
Registration Number:	2094958	OVEN FRESH PREMIUM GOOD COOK BAKEWARE
Registration Number:	2189233	AIR PERFECT
Registration Number:	920633	FAIRGROVE
Registration Number:	2605507	GOOD COOK THE ART OF GOOD COOKING
Registration Number:	2534158	SMART SCOOP
Registration Number:	2581780	EZ V A C
Registration Number:	965485	BONNY
Registration Number:	1952999	
Registration Number:	1976111	BONNY

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**TRADEMARK
 REEL: 004270 FRAME: 0397**

Registration Number:	2999039	KITCHEN SUDS
Registration Number:	2979483	COOK N' POUR
Registration Number:	3012124	KIMOCHI
Registration Number:	3020594	FAIRGROVE
Registration Number:	3136941	FLEXFORM
Registration Number:	3240492	TWISTER ICE CREAM SCOOP
Registration Number:	3138980	PRO FRESHIONALS
Registration Number:	3213144	SAFECUT
Registration Number:	3183681	ORBI
Registration Number:	3215256	BAKE-N-TAKE
Registration Number:	3382441	GOOD COOK REAL LIFE, REAL COOKING.
Registration Number:	3300287	PARTY POP-UPS
Registration Number:	3300286	PARTY POP-UPS
Registration Number:	3432236	SPYRO
Registration Number:	3544200	QUATTRO
Registration Number:	3680326	HARMONY
Registration Number:	3641767	OVEN FRESH GOOD COOK THE ART OF GOOD COOKING
Registration Number:	3588432	YUM! GADGETS
Registration Number:	3507835	AIR PERFECT
Registration Number:	3727094	BRADSHAW
Registration Number:	3800189	LUNCH & MUNCH
Registration Number:	3677637	GOOD COOK PRECISION
Registration Number:	3797348	WE ALL LOVE TO EAT!
Serial Number:	77847432	GOOD COOK TOUCH

CORRESPONDENCE DATA

Fax Number: (312)236-7516
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312 368 4000
Email: ch.tm@dlapiper.com
Correspondent Name: Amy Ziegler
Address Line 1: P.O. Box 64807
Address Line 4: Chicago, ILLINOIS 60664-0807

ATTORNEY DOCKET NUMBER:	372215-000001
NAME OF SUBMITTER:	Amy Ziegler
Signature:	/Amy Ziegler/

TRADEMARK

Date:

08/31/2010

Total Attachments: 5

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Delaware

PAGE 1 AUG 11 2010

The First State

I, JEFFREY W. BULLOCK, 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:

"BRADSHAW INTERNATIONAL, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "BRADSHAW INTERNATIONAL, INC." UNDER THE NAME OF "BRADSHAW INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF AUGUST, A.D. 2010, AT 1:07 O'CLOCK P.M.

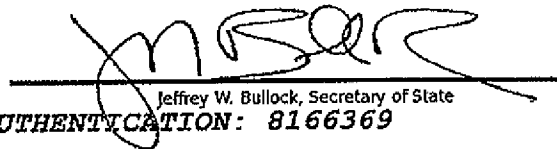
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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100819629

You may verify this certificate online
 at corp.delaware.gov/authver.shtml


 Jeffrey W. Bullock, Secretary of State
 AUTHENTICATION: 8166369

DATE: 08-11-10

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION AND
FOREIGN CORPORATION**

Pursuant to title 8, Section 252(e) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Bradshaw International, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Bradshaw International, Inc., a California corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging corporation.

THIRD: The name of the surviving corporation is Bradshaw International, Inc., a Delaware Corporation

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The executed Agreement of Merger is on file at 676 N. Michigan Ave., Suite 3410, Chicago IL 60611, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of the merging corporation is 2,000,000 shares of common stock and 206,916 shares of preferred stock.

IN WITNESS WHEREOF, said Corporation has caused this Certificate of Merger to be signed by an authorized officer, the 11 day of August, 2010.

BRADSHAW INTERNATIONAL, INC., a Delaware Corporation

By: 

Name: Richard N. Boos
Title: Vice President

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CORRECTION OF "BRADSHAW INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF AUGUST, A.D. 2010, AT 3:22 O'CLOCK P.M.

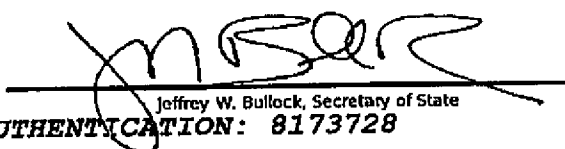
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8173728

DATE: 08-16-10

TRADEMARK
REEL: 004270 FRAME: 0402

STATE OF DELAWARE
CERTIFICATE OF CORRECTION

BRADSHAW INTERNATIONAL, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

1. The name of the corporation is **BRADSHAW INTERNATIONAL, INC.**
2. That a Certificate of Merger of Domestic Corporation and Foreign Corporation (the "Certificate") was filed by the Secretary of State of Delaware on August 11, 2010 and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.

3. The inaccuracy or defect of said Certificate is:

Article SEVENTH incorrectly stated that the authorized capital stock of the merging corporation is 2,000,000 shares of common stock and 206,916 shares of preferred stock. The actual number of shares which the merging corporation is authorized to issue is 500,000 shares of common stock.

4. Article SEVENTH of the Certificate is corrected to read as follows:

SEVENTH: The authorized capital stock of the merging corporation is 500,000 shares of Common Stock.

IN WITNESS WHEREOF, said corporation has caused this Certificate of Correction to be signed by an authorized officer the 13th day of August, 2010.

By: /s/ Richard N. Boos

Name: Richard Boos
 Print or Type

Title: Vice President



I hereby certify that the foregoing transcript of 4 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

AUG 17 2010

Date: _____ SMS

Debra Bowen
DEBRA BOWEN, Secretary of State