

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/03/2011		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	MORLEY BRANDS, LLC		12/29/2010
			LIMITED LIABILITY COMPANY: MICHIGAN
RECEIVING PARTY DATA			
Name:	MORLEY CANDY MAKERS, INC.		
Street Address:	23770 Hall Road		
City:	Clinton Township		
State/Country:	MICHIGAN		
Postal Code:	48036		
Entity Type:	CORPORATION: MICHIGAN		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2930253	MORLEY CANDY MAKERS
CORRESPONDENCE DATA			
Fax Number:	(248)358-3351		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(248) 358-4400		
Email:	dstava@brookskushman.com		
Correspondent Name:	Elizabeth F. Janda		
Address Line 1:	1000 Town Center, 22nd Floor		
Address Line 4:	Southfield, MICHIGAN 48075-1238		
ATTORNEY DOCKET NUMBER:	MOCC 0118 TUS		
NAME OF SUBMITTER:	Elizabeth F. Janda		
Signature:	/elizabeth f janda/		

CH \$40.00 2930253

900184403

**TRADEMARK
 REEL: 004482 FRAME: 0179**

Date:

02/18/2011

Total Attachments: 6

source=doc20110218150559#page1.tif

source=doc20110218150559#page2.tif

source=doc20110218150559#page3.tif

source=doc20110218150559#page4.tif

source=doc20110218150559#page5.tif

source=doc20110218150559#page6.tif

Michigan Department of Energy, Labor & Economic Growth

Filing Endorsement

This is to Certify that the CERTIFICATE OF MERGER

for

MORLEY CANDY MAKERS, INC.

ID NUMBER: 192469

received by facsimile transmission on December 29, 2010 is hereby endorsed

Filed on December 29, 2010 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Effective Date: January 3, 2011



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 29TH day of December, 2010.

A handwritten signature in black ink, appearing to read "A. Schepke", written in a cursive style.

Director

Bureau of Commercial Services

Michigan Department of Energy, Labor & Economic Growth

Filing Endorsement

This is to Certify that the CERTIFICATE OF MERGER

for

MORLEY BRANDS, LLC

ID NUMBER: B8235E

received by facsimile transmission on December 29, 2010 is hereby endorsed

Filed on December 29, 2010 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Effective Date: January 3, 2011



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 29TH day of December, 2010.

A handwritten signature in black ink, appearing to read "J. Sheehan", written in a cursive style.

Director

Bureau of Commercial Services

BCS/CD-550m (Rev. 08/10)

MICHIGAN DEPARTMENT OF ENERGY, LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES											
Date Received											
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.										
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="3">Name William H. Heritage, III</td> </tr> <tr> <td colspan="3">Address 101 W. Big Beaver Road, Tenth Floor</td> </tr> <tr> <td>City Troy</td> <td>State MI</td> <td>ZIP Code 48084</td> </tr> </table>			Name William H. Heritage, III			Address 101 W. Big Beaver Road, Tenth Floor			City Troy	State MI	ZIP Code 48084
Name William H. Heritage, III											
Address 101 W. Big Beaver Road, Tenth Floor											
City Troy	State MI	ZIP Code 48084									
<p> Document will be returned to the name and address you enter above. If left blank, document will be returned to the registered office.</p>											
EFFECTIVE DATE:											
Expiration date for new assumed names: December 31,											
Expiration date for transferred assumed names appear in Item 6											

CERTIFICATE OF MERGER
Cross Entity Merger for use by Profit Corporations, Limited Liability Companies
and Limited Partnerships

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:	
a. The name of each constituent entity and its identification number is:	
Morley Candy Makers, Inc.	192469
Morley Brands, LLC	B8235E
b. The name of the surviving (new) entity and its identification number is:	
Morley Candy Makers, Inc.	192469
Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business: 23770 Hall Road, Clinton Township, MI 48036	

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in the office.)	
The merger (consolidation) shall be effective on the <u>3rd</u> day of <u>January</u> , 2011.	

12/29/2010 1:37PM

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
Morely Candy Makers, Inc.	10,000 Common	Common	N/A

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows: In connection with the merger six additional shares of common stock in the surviving corporation will be sold, one share each, to the existing shareholders of the corporation.

The manner and basis of converting shares are as follows: All outstanding common stock shares will continue as issued and outstanding shares of the surviving corporation in the same manner as they exist as of the Merger.

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows: N/A

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

a) The Plan of Merger was approved by unanimous consent of the incorporators of _____ a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

(Signature of Incorporator) (Type or Print Name) (Signature of Incorporator) (Type or Print Name)

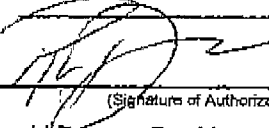
(Signature of Incorporator) (Type or Print Name) (Signature of Incorporator) (Type or Print Name)

b) The plan of merger was approved by:

the Board of Directors of _____, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

Morely Candy Makers, Inc.

By  (Signature of Authorized Officer or Agent)

Ronald Rapson, President (Type or Print Name)

Morely Candy Makers, Inc. (Name of Corporation)

By _____ (Signature of Authorized Officer or Agent)

(Type or Print Name)

(Name of Corporation)

12/29/2010 1:37PM

Check one of the following if Limited Liability Company is the survivor.

- There are no changes to be made to the Articles of Organization of the surviving limited liability company.
- The amendments to the Articles, or a restatement of the Articles, of the surviving limited liability company to be effected by the merger are as follows:


The manner and basis of converting the membership interests are as follows:
 All members in the constituent limited liability company, except the survivor corporation, shall receive newly issued common stock in the surviving corporation on the basis of 144.97 shares of common stock of the surviving corporation for every one (1%) percent percentage interest that they own in the constituent limited liability company, or the equivalent portion for any fractional ownership, as of the effective date of the merger, as more full described in the Plan of Merger.

The Plan of Merger was approved by the members of each constituent limited liability company in accordance with section 702(1).

The Plan of Merger was approved by the members of each domestic limited liability company in accordance with section 705a(5) and by each constituent business organization in the manner provided by the laws of the jurisdiction in which it is organized.

For each limited liability company involved in the merger, this document is signed in accordance with Section 103 of the Act.

Signed this 28th day of December, 2010

By  _____
 (Signature of Member, Manager or Authorized Agent)

Ronald Rapson, Chief Executive Officer

 (Type or Print Name and Capacity)

Morley Brands, LLC

 (Name of Limited Liability Company)

Signed this _____ day of _____

By _____
 (Signature of Member, Manager or Authorized Agent)

 (Type or Print Name and Capacity)

 (Name of Limited Liability Company)

12/29/2010 1:37PM

