

TRADEMARK ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/02/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Mayfair Sales, Inc		02/28/2011	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Tzetz Bros. Inc.
Street Address:	1100 Military Road
City:	Tonawanda
State/Country:	NEW YORK
Postal Code:	14217
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	2412572	ALPINE VALLEY
Registration Number:	3040443	BASKET STUFFERS
Registration Number:	3044857	BASKET STUFFERS
Registration Number:	3358744	CANDY CARNIVAL
Registration Number:	2142790	KIDS PLAY
Registration Number:	3416479	MAYFAIR
Registration Number:	3385124	MAYFAIR
Registration Number:	3388444	MAYFAIR
Registration Number:	2175860	SELECT SWEETS
Serial Number:	77954664	TOTALLY SOUR

CORRESPONDENCE DATA

Fax Number: (716)849-0349

900185664

**TRADEMARK
 REEL: 004491 FRAME: 0836**

CH \$265.00 2412572

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

Phone: (716) 856-4000
Email: ksuzan@hodgsonruss.com
Correspondent Name: Kenneth D. Suzan
Address Line 1: Hodgson Russ LLP
Address Line 2: 140 Pearl Street, Suite 100
Address Line 4: Buffalo, NEW YORK 14202

ATTORNEY DOCKET NUMBER:	047128.00008
NAME OF SUBMITTER:	Kenneth D. Suzan
Signature:	/Kenneth D. Suzan/
Date:	03/07/2011

Total Attachments: 3

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AGREEMENT AND PLAN OF MERGER

OF

**MAYFAIR SALES, INC.
(a New York corporation)**

INTO

**TZETZO BROS. INC.
(a New York corporation)**

This Agreement and Plan of Merger, dated February 28, 2011, has been adopted by the written consent of the Board of Directors of TZETZO BROS. INC., a New York corporation, pursuant to Section 905 of the Business Corporation Law of the State of New York. Tzetz Bros. Inc. does hereby certify:

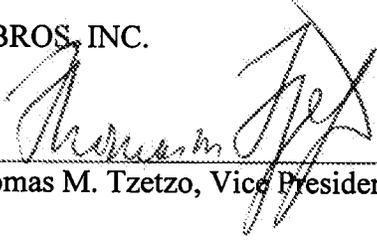
1. Names of Constituent Corporations:
 - (a) The names of the constituent corporations are Mayfair Sales, Inc., a New York corporation ("MAYFAIR") and Tzetz Bros. Inc., a New York corporation ("TZETZO").
 - (b) The name of the surviving corporation is TZETZO.
2. Effective Date. The effective date of the merger of MAYFAIR into TZETZO will be the date a Certificate of Merger is filed with the State of New York (the "Effective Date").
3. Merger. On the Effective Date, MAYFAIR will be merged with and into TZETZO and TZETZO will continue to be governed by the laws of the State of New York, and the separate corporate existence of MAYFAIR will thereupon cease. The merger will be pursuant to the provisions and with the effect as provided in the Business Corporation Law of the State of New York.

4. Issued and Outstanding Stock. The designation and number of outstanding shares of MAYFAIR are 200 common shares, without par value per share, all of which are entitled to vote and owned by TZETZO. This number of shares is not subject to change prior to the Effective Date.
5. Cancellation of Stock. Upon the Effective Date, each issued and outstanding common share of MAYFAIR will be cancelled and cease to be outstanding without any consideration being paid to the sole shareholder in respect thereof.
6. Certificate of Incorporation. On the Effective Date, the Certificate of Incorporation of TZETZO, as in effect immediately prior to the Effective Date, will be the Certificate of Incorporation of the surviving corporation.
7. By-laws. On the Effective Date, the by-laws of TZETZO, as in effect immediately prior to the Effective Date, will be the by-laws of the surviving corporation.
8. Directors and Officers.
 - (a) The persons who are directors of TZETZO immediately prior to the Effective Date will, on and after the Effective Date, continue as directors of the surviving corporation without change until their successors have been duly elected and qualified or until their earlier death, removal and resignation.
 - (b) The persons who are officers of TZETZO immediately prior to the Effective Date will, on and after the Effective Date, continue as officers of the surviving corporation without change until their successors have been duly elected and qualified or until their earlier death, removal or resignation.

IN WITNESS WHEREOF, the Vice President of TZETZO has executed this Agreement as of the day and year first above written and hereby affirms, under penalties of perjury, that this Agreement is his act and deed.

TZETZO BROS. INC.

By:


Thomas M. Tzetz, Vice President