

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	Entity Type
Morley Brands, LLC	FORMERLY Sanders Candy	01/03/2011	CORPORATION: 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: 6

Property Type	Number	Word Mark
Registration Number:	3895536	CHOCOLATE WORTH SHARING SANDERS FINE CHOCOLATIERS SINCE 1875
Registration Number:	3919908	A TASTE OF MICHIGAN
Serial Number:	77880200	BLOCKBUSTER CHOCOLATE BAR
Serial Number:	85073635	FROM SANDERS KITCHEN TO YOUR TABLE
Registration Number:	1012622	SANDERS
Registration Number:	0995956	SANDERS

CORRESPONDENCE DATA

Fax Number: (248)689-4071
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2486893500
 Email: stevens@reising.com
 Correspondent Name: Reising Ethington PC
 Address Line 1: P.O. Box 4390

CH \$165.00 3895536

900193057

**TRADEMARK
 REEL: 004550 FRAME: 0464**

Address Line 4: Troy, MICHIGAN 48099-4390

ATTORNEY DOCKET NUMBER: 8143-3001-1

NAME OF SUBMITTER: James D. Stevens, Reg. No.35,691

Signature: /James D. Stevens/

Date: 05/27/2011

Total Attachments: 5

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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. Schuyler", is written over a faint, illegible printed name.

TRADEMARK
REEL: 004550 FRAME: 0466

ECS/CD-650m (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.	
Name	William H. Heritage, III	
Address	101 W. Big Beaver Road, Tenth Floor	
City	State	ZIP Code
Troy	MI	48084
Document will be returned to the name and address you enter above. If left blank, document will be returned to the registered office.		
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
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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 this office.)

The merger (consolidation) shall be effective on the 3rd day of January, 2011.

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.

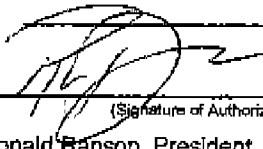
The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(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 selected 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)

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 29th 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)

Complete for Corporations and Limited Liability Companies Only

The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the merger are:

Assumed Name	Corporation and/or LLC Transferred from	Expiration Date
Sanders Candy	Morley Brands, LLC	December 31, 2014

Nonsurvivor name to be used as assumed name of survivor:

Morely Brands