

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		CHANGE OF NAME	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Orchard Brands Corporation		04/21/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	OBC Intermediate Corp.		
Street Address:	30 Tozer Road		
City:	Beverly		
State/Country:	MASSACHUSETTS		
Postal Code:	01915		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	85058432	ORCHARD BRANDS	
Serial Number:	77797863	ORCHARD BRANDS	
Serial Number:	77797851	ORCHARD BRANDS	
CORRESPONDENCE DATA			
Fax Number:	(212)446-4900		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Email:	susan.zablocki@kirkland.com		
Correspondent Name:	Susan Zablocki		
Address Line 1:	Kirkland & Ellis LLP		
Address Line 2:	601 Lexington Avenue		
Address Line 4:	New York, NEW YORK 10022		
NAME OF SUBMITTER:	Susan Zablocki		
Signature:	/susan zablocki/		
Date:	06/21/2011		

CH \$90.00 85058432

Total Attachments: 5

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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 RESTATED CERTIFICATE OF "ORCHARD BRANDS CORPORATION", CHANGING ITS NAME FROM "ORCHARD BRANDS CORPORATION" TO "OBC INTERMEDIATE CORP.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF APRIL, A.D. 2011, AT 9:37 O'CLOCK A.M.

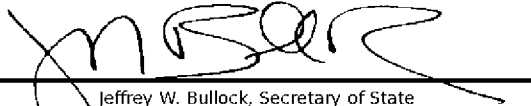
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8709216

DATE: 04-21-11

TRADEMARK
REEL: 004566 FRAME: 0857

**CERTIFICATE OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ORCHARD BRANDS CORPORATION**

*Adopted in accordance with the provisions of Section 242 and Section 245 of
the General Corporation Law of the State of Delaware*

The undersigned, being the Secretary of Orchard Brands Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: The Corporation filed its original Certificate of Incorporation with the Delaware Secretary of State on November 8, 2005 under the name Applesced's Topco, Inc.

SECOND: The Board of Directors of the Corporation adopted the resolution set forth below proposing the amendment and restatement to the Certificate of Incorporation (the "Restatement"):

"RESOLVED, that the Certificate of Incorporation of the Corporation be, and hereby is, amended and restated, in its entirety, in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware, as set forth on Exhibit A attached hereto and made a part hereof."

THIRD: The Restatement was duly adopted in accordance with Section 242 and Section 245 of the General Corporation Law of the State of Delaware by the Board of Directors of the Corporation

* * * * *

IN WITNESS WHEREOF, the undersigned does hereby certify under penalties of perjury that this Certificate of Amended and Restated Certificate of Incorporation is the act and deed of the Corporation and the facts stated herein are true, and accordingly has hereunto set his hand this 21st day of April, 2011.

ORCHARD BRANDS CORPORATION,
a Delaware corporation

By: /s/ Daniel W. Ramsey
Daniel W. Ramsey
Secretary

Exhibit A

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
OBC INTERMEDIATE CORP.**

ARTICLE ONE

The name of the corporation is OBC Intermediate Corp.

ARTICLE TWO

The address of the corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware, 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE THREE

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE FOUR

The total number of shares of stock which the corporation has authority to issue is one thousand (1,000) shares of Common Stock, with a par value of \$0.01 per share.

ARTICLE FIVE

The corporation is to have perpetual existence.

ARTICLE SIX

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the corporation is expressly authorized to make, alter or repeal the by-laws of the corporation.

ARTICLE SEVEN

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws of the corporation may provide. The books of the corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Election of directors need not be by written ballot unless the by-laws of the corporation so provide.

ARTICLE EIGHT

To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this ARTICLE EIGHT shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE NINE

The corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

ARTICLE TEN

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.