

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	04/17/2012		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	New Carbon Company, Inc.		04/17/2012
			Entity Type
			CORPORATION: MARYLAND
RECEIVING PARTY DATA			
Name:	New Carbon Company, LLC		
Street Address:	4101 William Richardson Drive		
City:	South Bend		
State/Country:	INDIANA		
Postal Code:	46628		
Entity Type:	LIMITED LIABILITY COMPANY: INDIANA		
PROPERTY NUMBERS Total: 12			
	Property Type	Number	Word Mark
	Serial Number:	77940018	SYRUPPY SAM
	Serial Number:	85219079	WOOFIE WAFFLE
	Serial Number:	85589156	CARBON'S KITCHEN
	Registration Number:	2506907	CARBON'S
	Registration Number:	1386387	CONE-FLOUR
	Registration Number:	1496931	
	Registration Number:	3211841	GOLDEN GOURMET
	Registration Number:	1169494	GOLDEN MALTED
	Registration Number:	3068111	ROBBY'S
	Registration Number:	1161779	RUGGED I
	Registration Number:	3710797	TASTEFARE
	Registration Number:	2096007	TASTEE FARE
CORRESPONDENCE DATA			

900220587

TRADEMARK
 REEL: 004759 FRAME: 0233

CH \$315.00 77940018

Fax Number: 4122090672

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: (412) 297-4900

Email: iptrademark@cohenlaw.com

Correspondent Name: Frederick L. Tolhurst, Cohen & Grigsby

Address Line 1: 625 Liberty Avenue

Address Line 4: Pittsburgh, PENNSYLVANIA 15222-3152

ATTORNEY DOCKET NUMBER:	20214.0003 (ASSIGN)
NAME OF SUBMITTER:	Frederick L. Tolhurst
Signature:	/Frederick L. Tolhurst/
Date:	04/18/2012

Total Attachments: 5

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ARTICLES OF CROSS-SPECIES MERGER
 Resulting in the Formation of a Limited Liability Company
 State Form 81583 (R/2-11)
 Approved by State Board of Accounts, 2004

SECRETARY OF STATE
 RECEIVED
 2012 APR 17 PM 3:58

CHARLES P. WHITE
 SECRETARY OF STATE
 CORPORATE DIVISION
 302 W. Washington Street, Rm. E018
 Indianapolis, IN 46204
 Telephone: (317) 232-8570

INSTRUCTIONS: Use 8 1/2" x 11" white paper for attachments.
 Present original and one copy to the address in upper right corner of this form.
 Please TYPE or PRINT.
 Please visit our office on the web at www.sos.in.gov.

Indiana Code 23-1-18-3
 FILING FEE: \$30.00

**ARTICLES OF CROSS-SPECIES MERGER
 OF**

New Carbon Company, Inc., Golden Malted, Inc., Newco Holdings, L.L.C., Newco International, LLC,
 Innovation Products, LLC and Woofie Waffle World, LLC

(hereinafter "Non-surviving Business Entity" ("Entities") and/or "Non-surviving Corporation(s)")

INTO

NEW CARBON COMPANY, LLC

(hereinafter "Surviving LLC")

ARTICLE I: PLAN OF CROSS-SPECIES MERGER

Please set forth the Plan of Cross-Species Merger, attach herewith, and designate it as "Exhibit A". The Plan of Cross-Species Merger must state the following:

- The name of each Non-surviving Corporation incorporated in Indiana and/or the name and jurisdiction of formation, organization, or incorporation of each Non-surviving Business Entity;
- The name of Surviving LLC;
- The terms and conditions of the merger;
- The manner and basis of converting the shares or rights thereof of Non-surviving Corporation and/or the interests, obligations, shares, other securities, or rights thereof of Non-surviving Business Entity (Entities) and/or Non-surviving Corporation(s) into the shares, obligations, assets, other securities, or rights thereof of Surviving LLC; and
- All statements required to be set forth in the plan of merger by the laws under which each Non-surviving Business Entity is formed, organized, or incorporated.

The relevant Indiana Code sections for the Plan of Merger are as follows:

- 23-1-40-8(a)(4) if a corporation is a party to the merger;
- 23-1-7-0(e)(4) if a limited liability company is party to the merger;
- 23-1-63(a)(4) if a limited liability partnership is a party to the merger; and
- 23-1-3-13(e)(4) if a limited partnership is a party to the merger.

The Plan of Cross-Species Merger is attached hereto as "Exhibit A".

ARTICLE II: NAME AND PRINCIPLE OFFICE OF SURVIVING LLC

a. The name of Surviving LLC is the following:

New Carbon Company, LLC

- (Please note pursuant to *Indiana Code 23-18-2-8*, this name must include the words "Limited Liability Company", "L.L.C.", or "LLC").
- (If Surviving LLC is a foreign LLC, then its name must adhere to the laws of the state in which it is domiciled).

b. The address of Surviving LLC's Principal Office is the following:

Street Address (number and street)	City	State	ZIP Code
4101 William Richardson Drive	South Bend	IN	46628

ARTICLE III: REGISTERED OFFICE AND AGENT OF SURVIVING LLC

Registered Agent: The name and street address of Surviving LLC's Registered Agent and Registered Office for service of process are the following:

Name of Registered Agent			
Corporation Service Company			
Address of Registered Office (street or building)			
251 East Ohio Street, Suite 500	Indianapolis	Indiana	46204

ARTICLE IV: MANAGEMENT OF SURVIVING LLC

Surviving LLC will be managed by one of the following: The members of Surviving LLC, OR A manager or managers

ARTICLE V: NON-SURVIVING BUSINESS ENTITIES

SECTION

(If any, please list any non-surviving corporations in this merger).

The name, state of incorporation, and the date of incorporation or qualification *(if applicable)* respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation which is party to the merger are as follows:

Name of Non-surviving Corporation New Carbon Company, Inc.	
State of Domicile Maryland	Date of Incorporation or qualification in Indiana <i>(month, day, year)</i> 2/4/2000

Name of Non-surviving Corporation Golden Malted, Inc.	
State of Domicile Maryland	Date of Incorporation or qualification in Indiana <i>(month, day, year)</i> 3/30/2011

Name of Non-surviving Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana <i>(month, day, year)</i>

SECTION

(If any, please list the Non-surviving Business Entities that not are not a corporation in this merger).

The name, business entity type, state of organization, and date of organization of any Indiana or foreign business entity that is a party to the merger and qualified to do business in Indiana *(if applicable)*.

Name Newco Holdings, L.L.C.	Type of business entity limited liability company
State of Domicile Indiana	Date of organization or qualification <i>(month, day, year)</i> 10/5/2000

Name Newco International, LLC	Type of business entity limited liability company
State of Domicile Indiana	Date of organization or qualification <i>(month, day, year)</i> 12/17/2001

Name Innovation Products, LLC	Type of business entity limited liability company
State of Domicile Indiana	Date of organization or qualification <i>(month, day, year)</i> 9/10/2004

Woofie Waffle World, LLC	limited liability company
Indiana	2/27/2009

ARTICLE VI: MANNER OF ADOPTION AND VOTE OF NON-SURVIVING CORPORATION (if applicable)

Please complete this Article if a corporation is party to the merger. (Select either A or B):

The designation (i.e. common, preferred, or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange, and the number of votes of each voting group represented at the meeting are set forth below:

- A. Unanimous consent executed on April 17, 2012 and signed by all shareholders entitled to vote.
 B. Vote of shareholders during a meeting called by the Board of Directors.

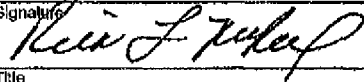
	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

ARTICLE VII: SIGNATURE

In Witness Whereof, the undersigned, being a duly authorized representative of Surviving LLC, executes these Articles of Cross-Species Merger and verifies, subject to penalty of perjury, that the statements contained herein are true, and that each business entity that is a party to this merger has approved the plan of merger according to Indiana law or according to the laws of the State in which the business entity was organized or incorporated, this

17th day of April, 2012.

Signature



Printed name

Rick McKeel

Title

President

EXHIBIT A

PLAN OF CROSS-SPECIES MERGER

1. The name of each Non-surviving Corporation and/or the name and jurisdiction of organization of each Non-surviving Business Entity are:

<u>Name</u>	<u>Jurisdiction of Incorporation/Formation</u>
New Carbon Company, Inc.	Maryland
Golden Malted, Inc.	Maryland
Newco Holdings, L.L.C.	Indiana
Newco International, LLC	Indiana
Innovation Products, LLC	Indiana
Woofie Waffle World, LLC	Indiana

2. The name of the Surviving LLC is New Carbon Company, LLC.

3. The terms and conditions of the merger are as follows:

(i) The merger was duly advised by the Board of Directors of each of the Non-surviving Corporations pursuant to resolutions declaring that the merger of the Non-surviving Corporations is advisable on substantially the terms and conditions set forth in or referred to in said resolutions; and the merger and the terms and conditions were duly approved by the shareholders of the respective Non-surviving Corporations.

(ii) The merger and the terms and conditions thereof were duly adopted and approved by all of the members of each of the Non-surviving Business Entities and the Surviving LLC.

4. Each issued share of stock and each membership interest, respectively, of the Non-surviving Corporations and the Non-surviving Business Entities shall, upon the effective date of the merger, be converted into and represent the right to receive an amount of the Merger Consideration (as such term is defined in that certain Agreement and Plan of Merger among the parties to the merger named hereinabove) in accordance with the provisions of said Agreement; said Merger Consideration being paid to the shareholders and members, respectively, of the Non-surviving Corporations and the Non-surviving Business Entities. The membership interests of New Carbon Company, LLC shall not be converted, but each said membership interest which is issued as of the effective date of the merger shall continue to represent one issued membership interest of New Carbon Company, LLC.

5. The names and business addresses of the managers of the Surviving LLC are as follows:

Manager

Address

Michael Hand

4101 William Richardson Dr.
South Bend, IN 46628

Michael Rost

4101 William Richardson Dr.
South Bend, IN 46628

Andrew Wiechkoske

4101 William Richardson Dr.
South Bend, IN 46628