

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT																																						
NATURE OF CONVEYANCE:	MERGER																																						
EFFECTIVE DATE:	07/02/2012																																						
CONVEYING PARTY DATA																																							
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TRADEMARK

Serial Number:	85519673	BROOKSIDE
Serial Number:	85660057	BROOKSIDE

CORRESPONDENCE DATA

Fax Number: 7175347549

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

Phone: 717-534-7911

Email: lduquette@hersheys.com

Correspondent Name: Lois B. Duquette

Address Line 1: 100 Crystal A Drive

Address Line 4: Hershey, PENNSYLVANIA 17033

DOMESTIC REPRESENTATIVE

Name: Lois B. Duquette

Address Line 1: 100 Crystal A Drive

Address Line 2: The Hershey Company

Address Line 4: Hershey, PENNSYLVANIA 17033

NAME OF SUBMITTER:

Lois B. Duquette

Signature:

/Lois B. Duquette/

Date:

08/01/2012

Total Attachments: 19

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Ontario
CERTIFICATE

This is to certify that these articles
are effective on:

CERTIFICAT

Ceci certifie que les présents statuts
ontrent en vigueur le:

1876882

JULY 02 JUILLET, 2012

K. [Signature]
Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion. (Écrire en LETTRES MAJUSCULES SEULEMENT).

H E R S H E Y C A N A D A I N C .

2. The address of the registered office is:
Adresse du siège social:

5750 Explorer Drive, Suite 500

Street & Number or R.R. Number & if Multi-Office Building give Room No. /
Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

Mississauga.

ONTARIO

L 4 W 0 B 1

Name of Municipality or Post Office /
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is: Fixed number OR minimum and maximum 1 20
Nombre d'administrateurs: Nombre fixe OU minimum et maximum

4. The director(s) is/are: / Administrateur(s):

First name, middle names and surname Prenom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State "Yes" or "No" Résident canadien Oui/Non
David P. Hulays	5750 Explorer Drive, Suite 500, Mississauga, Ontario, L4W 0B1	Yes
Susan M. Angele	100 Crystal A Drive, Hershey, Pennsylvania, United States, 17033	No

5. Method of amalgamation, check A or B
Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :

☐

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.
Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

or
ou

B - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :

☒

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.
Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

Hershey Canada Inc.

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>		
		Year <i>année</i>	Month <i>mois</i>	Day <i>jour</i>
Hershey Canada Inc.	1239549	2012/06/	21	
Brookside Foods Ltd.	1874699	2012/06/	21	
Brookside Fruit Company Inc.	1874698	2012/06/	21	
Les Aliments Brookside (Québec) Inc./Brookside Foods (Québec) Inc.	1874697	2012/06/	21	

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

none

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

- (a) an unlimited number of special shares designated as Class A Shares; and
- (b) an unlimited number of shares designated as Common Shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

See attached pages 4A to and including 4C.

CLASS A SHARES

(i) Dividend – Class A Shares

The holders of the Class A Shares in priority to the holders of Common Shares and any other shares ranking junior to such Class A Shares, shall be entitled to receive and the Corporation shall pay thereon if, as and when declared by the board of directors of the Corporation, out of the monies of the Corporation properly applicable to the payment of dividends in any financial year, preferential, non-cumulative dividends on each share at such rate per annum calculated on the initial issue price of \$1,000.00 per share as the board of directors may in its absolute discretion determine from time to time. If within 6 months after the expiration of any financial year of the Corporation, the board of directors in its discretion does not declare such dividend or any part thereof on such Class A Shares for such financial year, then the rights of the holders of such Class A Shares to such dividend for such financial year shall be forever extinguished. The holders of the Class A Shares shall not be entitled to any dividends other than or in excess of the preferential, non-cumulative dividends hereinbefore provided for.

(ii) Participation in Assets on Dissolution – Class A Shares

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class A Shares shall be entitled to receive, in priority to any distribution to the holders of the Common Shares, an amount equal to the initial issue price of \$1,000.00 per share, together with all declared and unpaid dividends thereon (the "Class A Redemption Price"); provided that there shall be no further participation in the property and assets of the Corporation by the holders of the Class A Shares.

(iii) Redemption of Class A Shares at the option of the Corporation

The Corporation shall have the right at its option, at any time or times, to redeem all or any portion of the Class A Shares on payment of the Class A Redemption Price per Class A Share.

In all cases of redemption, 7 days' notice ("Notice of Redemption") shall be given by letter directed to the respective shareholders whose shares are to be redeemed at their respective addresses appearing on the books of the Corporation. The Notice of Redemption shall set out:

- (1) the number of shares to be redeemed, if only part of the shares held by the shareholder to whom such notice is addressed are to be redeemed;
- (2) the Class A Redemption Price;
- (3) the date on which the redemption is to take place ("Redemption Date");
- (4) the place where such shares will be redeemed; and

- (5) the name and address of the chartered bank, if any, in which unclaimed redemption monies will be deposited.

On or after the Redemption Date, the Corporation shall pay the Class A Redemption Price to holders of the Class A Shares to be redeemed, on presentation and surrender of the certificate or certificates for such shares, duly endorsed, at the place specified in the Notice of Redemption. The Corporation shall have the right on or after the Redemption Date to deposit any unclaimed redemption monies to a special account in the chartered bank named in the Notice of Redemption, to be paid upon presentation and surrender of the share certificate or certificates as have not at the date of such deposit been surrendered by the holders thereof, to or to the order of such holders.

(iv) Redemption of Class A Shares at the option of the Holder

A holder of Class A Shares shall have the right, at his option, at any time or times, to require the Corporation to redeem at the Class A Redemption Price per Class A Share, all or any of such shares which are registered in such holder's name on the books of the Corporation. Such right shall be exercised by the registered holder delivering to the Corporation at its registered office:

- (1) a notice in writing executed by such holder specifying:
 - (a) the number of Class A Shares which such holder wishes to have redeemed by the Corporation; and
 - (b) the business day ("Retraction Date") on which such holder wishes to have the Corporation redeem such shares; and
- (2) a share certificate or certificates representing such shares, duly endorsed, which such holder wishes to have the Corporation redeem.

Upon receipt of the documents set out in paragraphs (1) and (2) above, the Corporation shall, on the Retraction Date, pay the Class A Redemption Price for each Class A Share to be redeemed. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. Such shares shall be redeemed on the Retraction Date, and from and after the Retraction Date, the holder of such shares being redeemed shall cease to be entitled to dividends, and shall not be entitled to exercise any rights in respect thereof, unless payment of the Class A Redemption Price is not made on the Retraction Date, in which event the rights of such holder shall remain unaffected until the Class A Redemption Price has been paid in full.

(v) Voting Rights – Class A Shares

Except as provided in the *Business Corporations Act* (Ontario), as amended or re-enacted from time to time, the holder of a Class A Share shall not be entitled to vote at any meeting of the shareholders of the Corporation, but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale

of its undertaking or a substantial part thereof and shall be entitled to receive all reports and other communications which are sent by the Corporation to the holders of the Common Shares.

COMMON SHARES

(i) Dividend – Common Shares

The holders of the Common Shares, after the payment of any dividends payable to the holders of the Class A Shares, shall be entitled to receive and the Corporation shall pay thereon if, as and when declared by the board of directors of the Corporation, out of the monies of the Corporation properly applicable to the payment of dividends in any financial year, such dividends in any financial year as the board of directors may by resolution determine.

(ii) Participation in Assets on Dissolution – Common Shares

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Shares shall be entitled to receive, subject to the prior rights of the holders of the Class A Shares, all of the remaining property and assets of the Corporation.

(iii) Voting Rights – Common Shares

The holder of a Common Share shall be entitled to 1 vote for each Common Share held, at any meeting of shareholders of the Corporation other than meetings of the holders of another class of shares.

(iv) Purchase of Common Shares

The Corporation may at any time or times purchase or otherwise acquire all or any part of the Common Shares.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

No share of the Corporation shall be transferred without the consent of the directors of the Corporation expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by all of the directors then in office.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

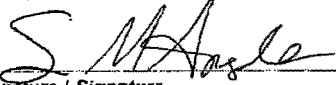
- (a) The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation, and exclusive of persons who, having been formerly in the employment of the Corporation were while in that employment, and have continued after termination of that employment to be, shareholders of the Corporation, is limited to not more than 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder;
- (b) Any invitation to the public to subscribe for securities of the Corporation is prohibited;
- (c) Subject to the provisions of the Business Corporations Act (Ontario) as amended or re-enacted from time to time, the directors may, without authorization of the shareholders:
 - (i) borrow money on the credit of the Corporation;
 - (ii) issue, re-issue, sell or pledge debt obligations of the Corporation;
 - (iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
 - (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation; and
 - (v) by resolution, delegate any or all such powers to a director, a committee of directors or an officer of the Corporation.
- (d) The holders of any fractional shares issued by the Corporation shall be entitled to exercise voting rights and to receive dividends in respect of each such fractional share.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.


These articles are signed in duplicate.
 Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

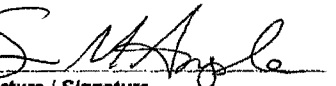
Hershey Canada Inc.

Names of Corporations / Dénomination sociale des sociétés		
By / Par		
	Susan M. Angele	Vice President
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

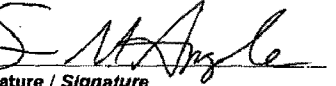
Brookside Foods Ltd.

Names of Corporations / Dénomination sociale des sociétés		
By / Par		
	Susan M. Angele	Vice President
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

Brookside Fruit Company Ltd.

Names of Corporations / Dénomination sociale des sociétés		
By / Par		
	Susan M. Angele	Vice President
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

Les Aliments Brookside (Québec) Inc./Brookside Foods (Québec) Inc.

Names of Corporations / Dénomination sociale des sociétés		
By / Par		
	Susan M. Angele	Vice President
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

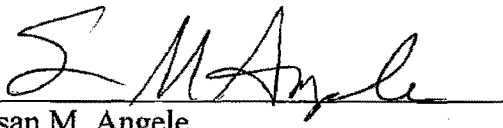
Names of Corporations / Dénomination sociale des sociétés		
By / Par		
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

SCHEDULE "A"
STATEMENT OF DIRECTOR OR
OFFICER PURSUANT TO SUBSECTION
178(2) OF THE BUSINESS CORPORATIONS ACT

I, Susan M. Angele, hereby state that:

1. I am the Vice President and Assistant Secretary of each of Hershey Canada Inc., Brookside Foods Ltd., Brookside Fruit Company Inc. and Les Aliments Brookside (Québec) Inc./Brookside Foods (Québec) Inc. and as such have knowledge of their affairs.
2. I have conducted such examinations of the books and records of each amalgamating corporation as are necessary to enable me to make the statements hereinafter set forth.
3. There are reasonable grounds for believing that:
 - (a) each amalgamating corporation can and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

THIS STATEMENT made this 21 day of June, 2012.


Susan M. Angele

Schedule "B-1"
Articles of Amalgamation Hershey Canada Inc.

RESOLUTION OF THE DIRECTORS OF

HERSHEY CANADA INC.
(the "Corporation")

"AMALGAMATION"

RECITAL:

Brookside Foods Ltd., Brookside Fruit Company Inc. and Les Aliments Brookside (Québec) Inc./Brookside Foods (Québec) Inc. are subsidiaries of the Corporation (collectively the "**Subsidiaries**") and it is proposed that the Subsidiaries be amalgamated with the Corporation pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**").

RESOLVED THAT:

1. the amalgamation of the Corporation and the Subsidiaries under the Act pursuant to subsection 177(1) thereof, be and the same is hereby approved;
2. subject to the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, and without affecting the validity of the incorporation and existence of the Subsidiaries under their articles and of any act done thereunder, all shares in the capital of the Subsidiaries, including all shares which have been issued and are outstanding at the date of amalgamation, shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Corporation and the name of the amalgamated corporation shall be "Hershey Canada Inc.";
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. any officer or director of the Corporation be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing."

CERTIFIED to be a true copy of a resolution of **Hershey Canada Inc.** passed on the 21st day of June, 2012 pursuant to the *Business Corporations Act* (Ontario), which resolution is in full force and effect unamended as at the date hereof.

DATED: June 21, 2012



Susan M. Angele - Vice President and
Assistant Secretary

Schedule "B-2"
Articles of Amalgamation Hershey Canada Inc.

RESOLUTION OF THE DIRECTORS OF

BROOKSIDE FOODS LTD.
(the "Corporation")

"AMALGAMATION

RECITAL:

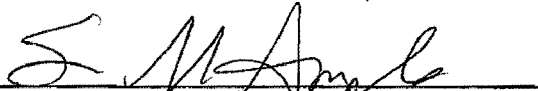
Brookside Fruit Company Inc., Les Aliments Brookside (Québec) Inc./Brookside Foods (Québec) Inc. and the Corporation are subsidiaries of Hershey Canada Inc. (collectively the "**Subsidiaries**") and it is proposed that the Subsidiaries be amalgamated with Hershey Canada Inc. ("**Holding**") pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**").

RESOLVED THAT:

1. the amalgamation of the Corporation, Brookside Fruit Company Inc., Les Aliments Brookside (Québec) Inc./Brookside Foods (Québec) Inc. and Holding under the Act pursuant to subsection 177(1) thereof, be and the same is hereby approved;
2. subject to the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, and without affecting the validity of the incorporation and existence of the Corporation under its articles and of any act done thereunder, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of Holding and the name of the amalgamated corporation shall be "Hershey Canada Inc.";
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of Holding;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. any officer or director of the Corporation be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing."

CERTIFIED to be a true copy of a resolution of **Brookside Foods Ltd.** passed on the 21st day of June, 2012 pursuant to the *Business Corporations Act* (Ontario), which resolution is in full force and effect unamended as at the date hereof.

DATED: June 21, 2012



**Susan M. Angele - Vice President and
Assistant Secretary**

Schedule "B-3"
Articles of Amalgamation of Hershey Canada Inc.

RESOLUTION OF THE DIRECTORS OF

BROOKSIDE FRUIT COMPANY INC.
(the "Corporation")

"AMALGAMATION

RECITAL:

Brookside Foods Ltd., Les Aliments Brookside (Québec) Inc./Brookside Foods (Québec) Inc. and the Corporation are subsidiaries of Hershey Canada Inc. (collectively the "**Subsidiaries**") and it is proposed that the Subsidiaries be amalgamated with Hershey Canada Inc. ("**Holding**") pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**").

RESOLVED THAT:

1. the amalgamation of the Corporation, Brookside Foods Ltd., Les Aliments Brookside (Québec) Inc./Brookside Foods (Québec) Inc. and Holding under the Act pursuant to subsection 177(1) thereof, be and the same is hereby approved;
2. subject to the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, and without affecting the validity of the incorporation and existence of the Corporation under its articles and of any act done thereunder, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of Holding and the name of the amalgamated corporation shall be "Hershey Canada Inc.";
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of Holding;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. any officer or director of the Corporation be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing."

CERTIFIED to be a true copy of a resolution of **Brookside Fruit Company Inc.** passed on the 21st day of June, 2012 pursuant to the *Business Corporations Act* (Ontario), which resolution is in full force and effect unamended as at the date hereof.

DATED: June 21, 2012

A handwritten signature in cursive script, appearing to read "S M Angele", written over a horizontal line.

**Susan M. Angele - Vice President and
Assistant Secretary**

Schedule "B-4"
Articles of Amalgamation of Hershey Canada Inc.

RESOLUTION OF THE DIRECTORS OF
LES ALIMENTS BROOKSIDE (QUÉBEC) INC./
BROOKSIDE FOODS (QUÉBEC) INC.
(the "Corporation")

"AMALGAMATION"

RECITAL:

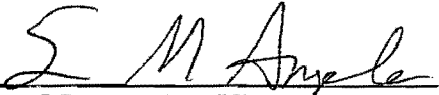
Brookside Foods Ltd., Brookside Fruit Company Inc. and the Corporation are subsidiaries of Hershey Canada Inc. (collectively the "**Subsidiaries**") and it is proposed that the Subsidiaries be amalgamated with Hershey Canada Inc. ("**Holding**") pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**").

RESOLVED THAT:

1. the amalgamation of the Corporation, Brookside Foods Ltd., Brookside Fruit Company Inc. and Holding under the Act pursuant to subsection 177(1) thereof, be and the same is hereby approved;
2. subject to the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, and without affecting the validity of the incorporation and existence of the Corporation under its articles and of any act done thereunder, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of Holding and the name of the amalgamated corporation shall be "Hershey Canada Inc.";
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of Holding;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. any officer or director of the Corporation be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing."

CERTIFIED to be a true copy of a resolution of **Les Aliments Brookside (Québec) Inc./Brookside Foods (Québec) Inc.** passed on the 21st day of June, 2012 pursuant to the *Business Corporations Act* (Ontario), which resolution is in full force and effect unamended as at the date hereof.

DATED: June 21, 2012



**Susan M. Angele - Vice President and
Assistant Secretary**