

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	04/02/2010		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	CGI DESSERTS, INC.		03/31/2010
			Entity Type
			CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	H.C. BRILL COMPANY, INC.		
Street Address:	1912 Montreal Road		
City:	Tucker		
State/Country:	GEORGIA		
Postal Code:	30084		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
	Property Type	Number	Word Mark
	Registration Number:	2098951	CAMELOT DESSERTS
	Registration Number:	3182038	CHEWY CONE CAKES
CORRESPONDENCE DATA			
Fax Number:	2126264810		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	212 626 4557		
Email:	nyctrademarks@bakermckenzie.com		
Correspondent Name:	Lisa W. Rosaya		
Address Line 1:	1114 Avenue of the Americas		
Address Line 2:	Baker & McKenzie LLP		
Address Line 4:	New York, NEW YORK 10036		
ATTORNEY DOCKET NUMBER:	56182996-000028		
NAME OF SUBMITTER:	Michael J. Bales		

CH \$65.00 2098951

TRADEMARK

Signature:	/mjb/
Date:	10/16/2012
Total Attachments: 7 source=Merger of CGI Desserts Inc into H C Brill Company Inc#page8.tif source=Merger of CGI Desserts Inc into H C Brill Company Inc#page9.tif source=Merger of CGI Desserts Inc into H C Brill Company Inc#page10.tif source=Merger of CGI Desserts Inc into H C Brill Company Inc#page11.tif source=Merger of CGI Desserts Inc into H C Brill Company Inc#page12.tif source=Merger of CGI Desserts Inc into H C Brill Company Inc#page13.tif source=Merger of CGI Desserts Inc into H C Brill Company Inc#page14.tif	

Delaware

PAGE 1

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 CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CGI DESSERTS, INC.", A TEXAS CORPORATION,
WITH AND INTO "H.C. BRILL COMPANY, INC." UNDER THE NAME OF "H.C. BRILL COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF APRIL, A.D. 2010, AT 12:22 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SECOND DAY OF APRIL, A.D. 2010, AT 5 O'CLOCK P.M.

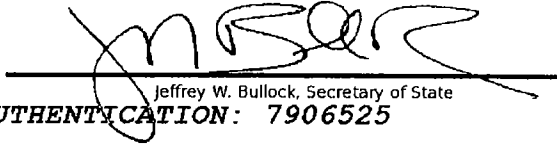
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2045577 8100M

100342676

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7906525

DATE: 04-01-10

TRADEMARK
REEL: 004882 FRAME: 0438

CERTIFICATE OF OWNERSHIP AND MERGER

OF

CGI DESSERTS, INC.

WITH AND INTO

H.C. BRILL COMPANY, INC.

The undersigned corporation (the "Corporation"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware, hereby certifies:

FIRST: The Corporation owns 100% of the capital stock of CGI Desserts, Inc., ("CGI"), a Texas corporation.

SECOND: At the Effective Time as set forth below, CGI shall be merged with and into the Corporation (the "Merger"). The Corporation shall be the surviving corporation of the Merger.

THIRD: The Merger was duly adopted and approved by the Board of Directors of the Corporation on March 30th, 2010, pursuant to the following resolutions:

"WHEREAS, CGI Desserts, Inc., a Texas corporation ("CGI"), is a wholly-owned subsidiary of the Corporation; and

WHEREAS, in connection with certain proposed corporate restructuring transactions, it is proposed that CGI be merged with and into the Corporation in a statutory merger (the "Merger"), in which the Corporation shall be the surviving corporation; and

WHEREAS, the Board deems it advisable and in the best interests of the Corporation to authorize, approve and adopt the Merger.

NOW, THEREFORE, BE IT HEREBY:

RESOLVED, that the Merger be, and hereby is, authorized, approved and adopted; and be it further

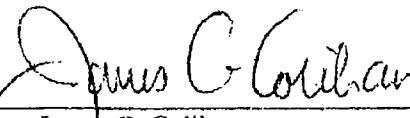
RESOLVED, that the execution, acknowledgement and filing of a certificate of ownership and merger with the Secretary of State of the State of Delaware pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), substantially in the form attached hereto as Exhibit A, be, and it hereby is, approved; and be it further

RESOLVED, that the execution, acknowledgement and filing of a certificate of merger with the Secretary of State of the State of Texas pursuant to Section 10.152 of the Texas Corporation Law, substantially in the form attached hereto as Exhibit B, be, and it hereby is, approved.”

FOURTH: The effective time and date of the Merger shall be April 2, 2010 at 5:00 p.m., Eastern Daylight Saving time (the “Effective Time”).

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 31st day of March, 2010.

H.C. BRILL COMPANY, INC.

By: 
Name: James C. Colihan
Title: Secretary



Office of the Secretary of State

April 07, 2010

CT Corporation System
701 Brazos, Ste. 720
Austin, TX 78701 USA

RE:
H.C. Brill Company, Inc. (File Number: 800430406)

It has been our pleasure to approve and place on record the filing instrument effecting a merger. The appropriate evidence of filing is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division

Enclosure



Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

CGI DESSERTS, INC.
Domestic For-Profit Corporation
[File Number: 111243900]

Into

H.C. Brill Company, Inc.
Foreign For-Profit Corporation
Delaware, USA
[File Number: 800430406]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 04/06/2010

Effective: 04/06/2010



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

CERTIFICATE OF MERGER
OF
CGI DESSERTS, INC.
WITH AND INTO
H.C. BRILL COMPANY, INC.

Pursuant to Section 10.152 of the Texas Corporation Law, H.C. Brill Company, Inc., a Delaware corporation (the "Corporation"), hereby certifies as follows:

FIRST: The Corporation owns 100% of the capital stock of CGI Desserts, Inc., ("CGI"), a Texas corporation. The total number of issued and outstanding shares of capital stock of CGI is 100,000 shares of Common Stock, par value \$.01.

SECOND: At the Effective Time as set forth below, CGI shall be merged with and into the Corporation (the "Merger"). The Corporation shall be the surviving corporation of the Merger.

THIRD: The Merger was duly adopted and approved by the Board of Directors of the Corporation on March 30th, 2010, pursuant to the following resolutions:

"WHEREAS, CGI Desserts, Inc., a Texas corporation ("CGI"), is a wholly-owned subsidiary of the Corporation; and

WHEREAS, in connection with certain proposed corporate restructuring transactions, it is proposed that CGI be merged with and into the Corporation in a statutory merger (the "Merger"), in which the Corporation shall be the surviving corporation; and

WHEREAS, the Board deems it advisable and in the best interests of the Corporation to authorize, approve and adopt the Merger.

NOW, THEREFORE, BE IT HEREBY:

RESOLVED, that the Merger be, and hereby is, authorized, approved and adopted; and be it further

RESOLVED, that the execution, acknowledgement and filing of a certificate of ownership and merger with the Secretary of State of the State of Delaware pursuant to Section 253 of the General Corporation Law of the

State of Delaware (the "DGCL"), substantially in the form attached hereto as Exhibit A, be, and it hereby is, approved; and be it further

RESOLVED, that the execution, acknowledgement and filing of a certificate of merger with the Secretary of State of the State of Texas pursuant to Section 10.152 of the Texas Corporation Law, substantially in the form attached hereto as Exhibit B, be, and it hereby is, approved."

Such Resolutions have been approved as required by the law of the jurisdiction of formation of the Corporation and by its governing documents.

FOURTH: The address, including street number of the Corporation's registered office in its jurisdiction of incorporation is 1209 Orange Street, Wilmington, Delaware, 19801.

FIFTH: The effective time and date of the Merger shall be when this certificate of merger is accepted and filed by the secretary of state (the "Effective Time").

SIXTH: The surviving corporation will be liable for the payment of the required franchise taxes.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 31st day of March, 2010.

H.C. BRILL COMPANY, INC.

By: /s/ James C. Colihan
Name: James C. Colihan
Title: Secretary