

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/03/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
H.C. BRILL COMPANY INC.		12/22/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	CARPRO, INC.
Street Address:	1912 Montreal Road
City:	Tucker
State/Country:	GEORGIA
Postal Code:	30084
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	0852000	BRILL
Registration Number:	1897639	BRILL
Registration Number:	0967702	BRILL BITTER SWEET
Registration Number:	1440097	COL-DIP CHOCOLATE
Registration Number:	1482074	DRIZZLE
Registration Number:	2035254	DUTCH CUPBOARD
Registration Number:	2122644	DUTCH CUPBOARD
Registration Number:	0865852	FUDGEKO
Registration Number:	1434880	GLAZE 'N SHINE
Registration Number:	1507388	LIGHT 'N FLUFFY
Registration Number:	1204738	MAGIC
Registration Number:	2877897	'NANA CREME FILLING
Registration Number:	0693585	NOSTIX

CH \$465.00 0852000

Registration Number:	0890990	POLAR FROST
Registration Number:	1477924	POUR 'N GLAZE
Registration Number:	1490387	READY ICE
Registration Number:	1479818	SMOKY MOUNTAIN MAPLE ICING
Registration Number:	1489573	WHITE 'N GLOSSY

CORRESPONDENCE DATA

Fax Number: 2123101659
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
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
Signature:	/mjb/
Date:	10/17/2012

Total Attachments: 11
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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:

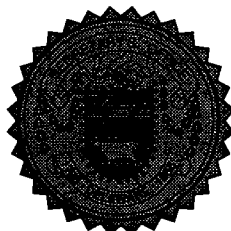
"H. C. BRILL COMPANY, INC.", A DELAWARE CORPORATION, WITH AND INTO "CARPRO, INC." UNDER THE NAME OF "CARPRO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2004, AT 11:06 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRD DAY OF JANUARY, A.D. 2005, AT 9 O'CLOCK A.M.

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

3902039 8100M

040935862



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3581808

DATE: 12-28-04

TRADEMARK
REEL: 004882 FRAME: 0744

FROM CORPORATION TRUST W.L.M. TEAM #2
State of Delaware
Secretary of State
Division of Corporations
Delivered 11:19 AM 12/23/2004
FILED 11:06 AM 12/23/2004
SRV 040935862 - 0808022 FILE

(TUE) 12. 28 ' 04 14:12/ST. 14:10/NO. 4863796788 P 2

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

H. C. BRILL COMPANY, INC.

INTO

CARPRO, INC.

Pursuant to Section 253
of the Delaware General Corporation Law

CARPRO, INC., a corporation organized and existing under the laws of the State of New York (the "Corporation"), does hereby certify:

FIRST: The Corporation was incorporated on September 4, 1919, pursuant to the Business Corporation Law of the State of New York, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of said state;

SECOND: The Corporation owns 1,000 shares, representing all of the issued and outstanding shares of Common Stock, \$1,000 par value per share, of H. C. Brill Company, Inc., a corporation incorporated on December 18, 1974, pursuant to the General Corporation Law of the State of Delaware (the "Subsidiary"), and therefore the Subsidiary is a wholly-owned subsidiary of the Corporation;

THIRD: The laws of the jurisdiction of organization of the Corporation permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction;

FOURTH: The Corporation, by the following resolutions duly adopted by unanimous written consent of its Board of Directors dated December 21, 2004, determined to merge the Subsidiary with and into the Corporation, with the Corporation being the surviving corporation of such merger (the "Surviving Corporation"), and to cause the Corporation to assume all of the liabilities and obligations of the Subsidiary:

RESOLVED, that the Board of Directors hereby declares it advisable and in the best interest of the Corporation that the Subsidiary be merged with and into the Corporation (the "Merger"), with the Corporation to be the surviving corporation of such Merger, in accordance with the Plan of Merger substantially in the form attached hereto as Exhibit A (the "Plan of Merger") to be effective as of 9:00 a.m. (Eastern Standard Time) on January 3, 2005; and further

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

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized to file a Certificate of Ownership and Merger with the Secretary of State of Delaware, in such form as may be required by the laws of the State of Delaware, and a Certificate of Merger with the Secretary of State of the State of New York as required by the laws of the State of New York, in such form as may be required by the laws of the State of New York, in each case such filings to be effective as of 9:00 a.m. (Eastern Standard Time) on January 3, 2005; and further

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized to execute, deliver and file all such instruments, certificates and documents on behalf of the Corporation for the purposes of withdrawing all qualifications of the Subsidiary to do business in other jurisdictions and for the purposes of qualifying the Corporation to do business in any jurisdiction such officer deems necessary or in the best interest of the Corporation; and further

RESOLVED, that the proper officers and agents of the Corporation be, and each of them hereby is, authorized to take all such further actions, to execute and deliver all such further instruments, certificates and documents in the name and on behalf of the Corporation and under its corporate seal or otherwise, to pay all such fees and expenses and to make all such filings, as in their judgment shall be necessary to carry out the intent and to accomplish the purposes of the foregoing resolutions.

FIFTH: The Plan of Merger was adopted by the unanimous written consent of the Board of Directors of the Corporation dated December 21, 2004, to which reference is made in the first of the foregoing resolutions;

SIXTH: The merger of the Subsidiary with and into the Corporation shall be effective as of 9:00 a.m. (Eastern Standard Time) on January 3, 2005 (the "Effective Time");

SEVENTH: The Plan of Merger is on file at the principal place of business of the Surviving Corporation, the address of which is 1912 Montreal Road, Tucker, GA 30084;

EIGHTH: The Surviving Corporation may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Subsidiary, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger; and it does hereby irrevocably appoint the Secretary of the State of Delaware as its agent to accept service of process in any such suit or other proceeding. Process shall be mailed by the Secretary of State of the State of Delaware to Coudert Brothers LLP, Attn: James C. Colihan, 1114 Avenue of the Americas, New York, New York 10036, until the Surviving Corporation shall have hereafter designated in writing to the Secretary of State of the State of Delaware a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of the State of Delaware duplicate copies of such process, one of which copies the Secretary of State of the State of Delaware shall forthwith send by registered mail to the Surviving Corporation at the above address;

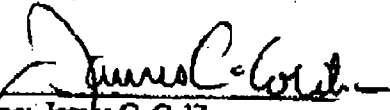
NINTH: A copy of the Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated or abandoned by the Board of Directors of the Corporation at any time prior to the Effective Time of the certificate of ownership and merger with the Secretary of State.

[Remainder of Page Is Intentionally Blank]

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed and acknowledged by its officer thereunto duly authorized this 22nd day of December 2004.

CARPRO, INC.

By: 
Name: James C. Colihan
Title: Vice President and Secretary

FILING RECEIPT

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ENTITY NAME: CARPRO, INC.

DOCUMENT TYPE: MERGER (DOM. BUSINESS)

COUNTY: NEWY

SERVICE COMPANY: CT CORPORATION SYSTEM

SERVICE CODE: 07

CONSTITUENT NAME: H.C. BRILL COMPANY, INC.

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FILED:12/28/2004 DURATION:***** CASH#:041228000247 FILM #:041228000232

ADDRESS FOR PROCESS

EFFECT DATE

01/03/2005

REGISTERED AGENT



FILER	FEE	AMOUNT	PAYMENT METHOD	AMOUNT
-----	-----	120.00	PAYMENTS	120.00
	FILING	60.00	CASH	0.00
	TAX	0.00	CHECK	0.00
COUDERT BROTHERS LLP	CERT	0.00	CHARGE	0.00
1114 AVNEUE OF THE AMERICAS	COPIES	10.00	DRAWDOWN	120.00
NEW YORK, NY 10036	HANDLING	50.00	BILLED	0.00
			REFUND	0.00

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

December 28, 2004



A handwritten signature in black ink, appearing to read "R. A. S.", is written over the printed title.

Secretary of State

DOS-200 (Rev. 03/02)

F041228000 232

CT-07

CERTIFICATE OF MERGER

OF

H.C. BRILL COMPANY, INC.

INTO

CARPRO, INC.

(Pursuant to Section 905 of the Business Corporation Law)

Carpro, Inc., a New York corporation, and H.C. Brill Company, Inc., a Delaware corporation, pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York (the "BCL"), each hereby certifies as follows:

FIRST: A. The names of the corporations to be merged are Carpro, Inc., a New York corporation originally formed under the name of Caravan Products Company, Inc. ("Carpro"), and H.C. Brill Company, Inc., a Delaware corporation ("H.C. Brill"). Carpro shall be the surviving corporation of such merger (the "Surviving Corporation").

B. As to each constituent corporation, the designation and number of outstanding shares of each class are as follows:

- (a) The number of outstanding shares of Carpro is 1,000 shares of common stock, without par value.
- (b) The number of outstanding shares of H.C. Brill is 1,000 shares of common stock, par value \$1,000 per share.

SECOND: The Surviving Corporation owns all of the issued and outstanding shares of H.C. Brill.

THIRD: The merger of Carpro and H.C. Brill shall be effective as of January 3, 2005.

FOURTH: A. The certificate of incorporation of the Surviving Corporation was filed with the Department of State of the State of New York on September 4, 1919 under the name Caravan Products Company, Inc.

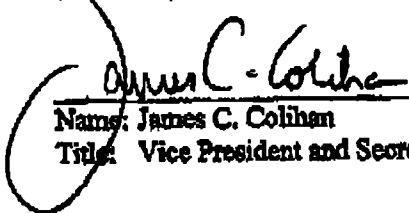
B. The certificate of incorporation of H.C. Brill was filed with the Secretary of State of the State of Delaware on December 18, 1974 under the name C.A.C. Purchase Corp. H.C. Brill is not authorized to do business in New York.

FIFTH: A Plan of Merger was duly approved and adopted by the unanimous written consent of the Board of Directors of Carpro pursuant to Section 708 of the BCL.

[Remainder of Page Is Intentionally Blank]

IN WITNESS WHEREOF, this certificate has been signed on the 22nd day of December, 2004 and the statements contained therein are affirmed as true under penalties of perjury.

CARPRO, INC.


Name: James C. Colihan
Title: Vice President and Secretary

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CT-07

CERTIFICATE OF MERGER

OF

H.C. BRILL COMPANY, INC.

INTO

CARPRO, INC.

(Pursuant to Section 905 of the Business Corporation Law)

100

STATE OF NEW YORK
DEPARTMENT OF STATE

**Coudert Brothers LLP
1114 Avenue of the Americas
New York, NY 10036-7703**

DEC 28 2004

FILED
TAS
BY: [Signature]

Navy

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2004 DEC 28 AM 9:01

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DRAWDOWN

2004 DEC 28 PM 1:48

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