

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2012		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Whitman's Candies, Inc.		12/31/2012
			Entity Type
			CORPORATION: MISSOURI
RECEIVING PARTY DATA			
Name:	Whitman's Candies, Inc.		
Street Address:	6400 Glenwood, Bldg. 4, Suite 315		
City:	Overland Park		
State/Country:	KANSAS		
Postal Code:	66202		
Entity Type:	CORPORATION: KANSAS		
PROPERTY NUMBERS Total: 23			
	Property Type	Number	Word Mark
	Registration Number:	3697041	WHITMAN'S RESERVE
	Registration Number:	3981986	BILLIONAIRES
	Serial Number:	85779970	AIR-BONS
	Registration Number:	2085043	CLOISONNE TIN
	Registration Number:	1970594	FUSSY
	Registration Number:	2281003	MILLIONAIRE\$
	Registration Number:	1492468	MILLIONAIRES
	Registration Number:	0962159	PANGBURN'S
	Registration Number:	2066139	SALMAGUNDI
	Registration Number:	0155868	SAMPLER
	Registration Number:	3229836	SAMPLER
	Registration Number:	3353043	SOHO
	Registration Number:	2637059	SUPER EXTRA

TRADEMARK

Registration Number:	1905805	TRILLIONAIRES
Registration Number:	0050866	WHITMAN'S
Registration Number:	0325862	WHITMAN'S SAMPLER
Registration Number:	0417866	WHITMAN'S SAMPLER
Registration Number:	2183053	ZILLIONAIRES
Registration Number:	0269399	CROSS STITCH
Registration Number:	0542373	WHITMAN'S SAMPLER
Registration Number:	0149290	WONDERBOX
Registration Number:	0394988	ROUND UP
Registration Number:	0735763	STEPHEN WHITMAN

**CORRESPONDENCE DATA**

Fax Number: 9134510875  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 913-451-5100  
Email: gkraai@lathropgage.com  
Correspondent Name: Gerald M Kraai  
Address Line 1: 10851 Mastin Blvd, Bldg 82, Suite 1000  
Address Line 4: Overland Park, KANSAS 66210

NAME OF SUBMITTER:	Gerald M Kraai
Signature:	/Gerald M Kraai/
Date:	01/15/2013

Total Attachments: 4  
source=Whitmans - KS Certified Copy of Certificate of Merger#page1.tif  
source=Whitmans - KS Certified Copy of Certificate of Merger#page2.tif  
source=Whitmans - KS Certified Copy of Certificate of Merger#page3.tif  
source=Whitmans - KS Certified Copy of Certificate of Merger#page4.tif

**KRIS W. KOBACH**  
Secretary of State



Memorial Hall, 1st Floor  
120 S.W. 10th Avenue  
Topeka, KS 66612-1594  
(785) 296-4564

## STATE OF KANSAS

December 27, 2012

LISA J. HANSEN  
LATHROP & GAGE LLP  
2345 GRAND BOULEVARD  
SUITE 2200  
KANSAS CITY, MO 64108-2618

RE: WHITMAN'S CANDIES, INC.

ID #: 467-653-2

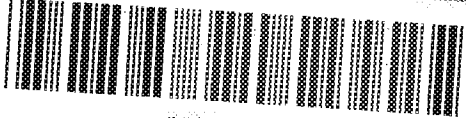
To the Corporation

A certified copy of a merger that was recently filed in the Corporations Division of our office is enclosed.

Every corporation in Kansas is assigned an identification number. Use of this number in any correspondence with our office will give us immediate access to your file and enable us to offer you faster, more efficient service. Your identification number is at the top of this letter.

cls

# VALIDATION COVER PAGE

3338 01 053 007 \$75.00	FILED BY KS SOS 12-27-2012 3 08:39:32 AM FILE#: 4676532
	
03376014	

4676532(S)(NC)  
NQ

53-07

## CERTIFICATE OF MERGER

WCI Kansas, Inc., a Kansas corporation ("WCI") and Whitman's Candies, Inc., a Missouri corporation ("Whitman's"), for the purpose of merging Whitman's into WCI pursuant to the provisions of The General and Business Corporation Law of Missouri and the Kansas General Corporation Code, each hereby certifies that:

1. The name and jurisdiction of the business entities which are to merge are:
 

<u>Name</u>	<u>Jurisdiction</u>
WCI Kansas, Inc., a Kansas corporation	Kansas
Whitman's Candies, Inc., a Missouri corporation	Missouri
2. The merger shall become effective on December 31, 2012.
3. The name of the surviving entity is WCI Kansas, Inc., a Kansas corporation.
4. An Agreement of Merger in which Whitman's merges into WCI has been authorized, approved, adopted, certified and executed by Whitman's and WCI in accordance with Chapter 351 of The General and Business Corporation Law of Missouri and §17-6702 of the Kansas General Corporation Code.
5. The Articles of Incorporation of WCI will be the Articles of Incorporation of the surviving corporation, with the following amendment. Article I of WCI's Articles of Incorporation is amended to read as follows:

### ARTICLE I

The name of the corporation is: Whitman's Candies, Inc.

6. The executed Agreement of Merger is on file at the principal place of business of the surviving entity: 6400 Glenwood, Bldg 4, Suite 315, Overland Park, Kansas 66202.
7. A copy of the Agreement of Merger will be furnished by the surviving entity, on request and without cost, to any shareholder of any entity that is a party to this merger.
8. The authorized capital stock of Whitman's Candies, Inc. is One Hundred Fifty Thousand (150,000) shares of common stock, consisting of Fifty Thousand (50,000) shares of Class A voting common stock and One Hundred Thousand (100,000) shares of Class B nonvoting common stock, each with a par value of one dollar (\$1.00).

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of December 26, 2012, by duly authorized persons.

WCI Kansas, Inc.,  
a Kansas corporation

By: Jennifer Clait  
Name: Jennifer Clait  
Title: VP

Whitman's Candies, Inc.,  
a Missouri corporation

By: David Shapland  
Name: David Shapland  
Title: CEO

I hereby certify this to be a true and current copy of the original on file.  
Certified on this date: Dec 27, 2012  
KATHY W. KORNACH  
Secretary of State [Signature]

