

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Hostess Brands, Inc.		04/17/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Old HB, Inc.		
Street Address:	12 East Armour Blvd.		
City:	Kansas City		
State/Country:	MISSOURI		
Postal Code:	64111		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	1219342	EMPEROR NORTON	
Registration Number:	1220211	EMPEROR NORTON 1853 ORIGINAL	
Registration Number:	1490409	1853 EMPEROR NORTON ORIGINAL SAN FRANCIS	
CORRESPONDENCE DATA			
Fax Number:	9136479057		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	913-647-9050		
Email:	tmdocketing.vanhoozer@hoveywilliams.com		
Correspondent Name:	Joan Optican Herman/ HOVEY WILLIAMS LLP		
Address Line 1:	10801 Mastin Blvd.		
Address Line 2:	Suite 1000		
Address Line 4:	Overland Park, KANSAS 66210		
ATTORNEY DOCKET NUMBER:	6247.000		
NAME OF SUBMITTER:	Joan Optican Herman		

CH \$90.00 1219342

Signature:	/Joan Optican Herman/
Date:	06/06/2013
Total Attachments: 2 source=Hostess Brands, Inc. to Old HB, Inc. Certificate of Merger#page1.tif source=Hostess Brands, Inc. to Old HB, Inc. Certificate of Merger#page2.tif	

Delaware

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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 AMENDMENT OF "HOSTESS BRANDS, INC.", CHANGING ITS NAME FROM "HOSTESS BRANDS, INC." TO "OLD HB, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF APRIL, A.D. 2013, AT 1:22 O'CLOCK P.M.

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

2137179 8100

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0365266

DATE: 04-17-13

TRADEMARK
REEL: 005042 FRAME: 0692

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Hostess Brands, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify that:

FIRST: That the Board of Directors of said corporation, by unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing Article First thereof so that, as amended, said Article First shall read in its entirety as follows:

"The name of the corporation is: Old HB, Inc. (the "Corporation")"

SECOND: No action on the part of the stockholders of the Company is required in respect of said amendment in accordance with the provisions of Section 303(a) of the DGCL.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 of the DGCL.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed as of the 17th day of April 2013.

HOSTESS BRANDS, INC.

By: 

Name: Gregory F. Rayburn
Title: Chief Executive Officer