

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|----------------|
| 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: 13

| Property Type | Number | Word Mark |
|----------------------|---------|---|
| Registration Number: | 1321076 | NISSEN |
| Registration Number: | 3339173 | J.J. NISSEN |
| Registration Number: | 3429930 | J.J.NISSEN |
| Registration Number: | 1314880 | THE FLAVOR OF NEW ENGLAND |
| Registration Number: | 1644539 | COTTON'S |
| Registration Number: | 1442338 | COLOMBO |
| Registration Number: | 3278566 | COLOMBO SAN FRANCISCO STYLE "BAY AREA'S |
| Registration Number: | 1420325 | FISHERMAN'S WHARF |
| Registration Number: | 1563604 | TOSCANA |
| Registration Number: | 1615767 | PARISIAN |
| Registration Number: | 1620234 | PARISIAN |
| Registration Number: | 0790803 | PARISIAN |
| Registration Number: | 0749867 | PARISIAN |

CORRESPONDENCE DATA

900265939

TRADEMARK
 REEL: 005108 FRAME: 0729

CH \$340.00 1321076

Fax Number: 9136479057

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

Phone: 913-647-9050

Email: tmddocketing.herman@hoveywilliams.com

Correspondent Name: Joan O. 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: | 1724.000 |
| NAME OF SUBMITTER: | Joan Optican Herman |
| Signature: | /Joan Optican Herman/ |
| Date: | 09/11/2013 |
| 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

130447940



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: 005108 FRAME: 0731

**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