

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/28/2013

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Heritage Brands, Inc.		06/28/2013	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Heritage Brands, Inc.
Street Address:	300 BARTON ROAD
City:	Bardstown
State/Country:	KENTUCKY
Postal Code:	40004
Entity Type:	CORPORATION: KENTUCKY

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	1236635	GRANGALA
Registration Number:	4143579	GRAN GALA

CORRESPONDENCE DATA

Fax Number: 6508497400
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: (650) 843-5000
 Email: trademarks@cooley.com
 Correspondent Name: Todd S. Bontemps
 Address Line 1: 1299 Pennsylvania Avenue, NW, Suite 700
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	304566-20397
NAME OF SUBMITTER:	Susan Mobley

Signature:	/Susan Mobley/
Date:	10/22/2013
Total Attachments: 8 source=Heritage NY to Heritage KY merger#page1.tif source=Heritage NY to Heritage KY merger#page2.tif source=Heritage NY to Heritage KY merger#page3.tif source=Heritage NY to Heritage KY merger#page4.tif source=Heritage NY to Heritage KY merger#page5.tif source=Heritage NY to Heritage KY merger#page6.tif source=Heritage NY to Heritage KY merger#page7.tif source=Heritage NY to Heritage KY merger#page8.tif	

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Alison Lundergan Grimes
Kentucky Secretary of State
Received and Filed:
6/28/2013 1:01 PM
Fee Receipt: \$50.00

**ARTICLES OF MERGER
OF
HERITAGE BRANDS, INC.
WITH AND INTO
HERITAGE BRANDS, INC.**

The following Articles of Merger are hereby executed and filed by **Heritage Brands, Inc.**, a Kentucky corporation (the "Company"), pursuant to Sections 271B.11-010, et seq., of the Kentucky Revised Statutes ("KRS"), for the purpose of merging **Heritage Brands, Inc.**, a New York corporation ("Heritage NY"), with and into the Company under the Plan of Merger among the Company and Heritage NY dated as of the 28th day of June, 2013, a copy of which is attached hereto as Exhibit A and incorporated herein by reference (the "Plan of Merger").

FIRST: The plan of merger between the Company and Heritage NY is as set forth in the Plan of Merger attached hereto as Exhibit A and incorporated herein by reference.

SECOND: The merger of Heritage NY with and into the Company pursuant to the Plan of Merger is permitted by the laws of New York, the state in which Heritage NY was incorporated, and Heritage NY and the Company have complied with the laws of New York in effecting such merger.

THIRD: The Company has outstanding 100 shares of common stock, no par value per share, each of which was entitled to one vote per share on the Plan of Merger. All 100 shares of the issued and outstanding stock of the Company were voted in favor of the Plan of Merger. The number of shares cast for the Plan of Merger was sufficient for approval by each voting group of the Company.

FOURTH: Heritage NY has outstanding 100 shares of common stock, no par value per share, each of which was entitled to one vote per share on the Plan of Merger. All 100 shares of the issued and outstanding stock of Heritage NY were voted in favor of the Plan of Merger. The number of shares cast for the Plan of Merger was sufficient for approval under the laws of New York.

FIFTH: The merger between the Company and Heritage NY shall take effect upon the filing of these Articles of Merger with the office of the Kentucky Secretary of State.

IN WITNESS WHEREOF, the Company, as the surviving corporation under the Plan of Merger, has caused its name to be subscribed to these Articles of Merger, by and through its duly authorized officer effective as of June 28, 2013.

HERITAGE BRANDS, INC., a Kentucky corporation

By: Paul Pope

Title: Treasurer

THIS DOCUMENT PREPARED BY:

STOLL KEENON OGDEN PLLC
300 West Vine Street, Suite 2100
Lexington, Kentucky 40507
(859) 231-3000

By: 

J. Mel Camenisch, Jr.

EXHIBIT A

**PLAN OF MERGER
OF
STOCK SPIRITS GROUP USA, INC.
WITH AND INTO
HERITAGE BRANDS, INC.**

THIS PLAN OF MERGER ("Plan of Merger") dated as of June 28, 2013, adopted and made by and between **Heritage Brands, Inc.**, a Kentucky corporation having its registered office at 306 W. Main Street, Suite 512, Frankfort, Kentucky 40601 ("Heritage"), and **Heritage Brands, Inc.**, a New York corporation having its registered office at 111 Eighth Avenue, 13th Floor, New York, NY 10011 ("Heritage NY").

WITNESSETH:

WHEREAS, Heritage is a corporation organized and existing under the laws of the Commonwealth of Kentucky and has authorized capital stock which consists of 100 shares of common stock; and

WHEREAS, Heritage NY is a corporation organized and existing under the laws of the State of New York and has authorized capital stock which consists of 100 shares of common stock ("Heritage NY Common Stock"); and

WHEREAS, the Boards of Directors of both Heritage and Heritage NY deem the merger of Heritage NY with and into Heritage, under and pursuant to the terms and conditions herein set forth, to be desirable and in the best interests of the respective corporations and their respective shareholders, and the Board of Directors of both Heritage and Heritage NY have adopted resolutions approving this Plan of Merger;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the parties hereto do hereby agree as follows:

ARTICLE I

Merger

Subject to the terms and conditions of this Plan of Merger, on the Effective Date (as defined in Article VI), Heritage NY shall be merged with and into Heritage pursuant to the provisions of, and with the effect provided in, the Kentucky Business Corporation Act (said transaction being hereinafter referred to as the "Merger"). On the Effective Date, the separate existence of Heritage NY shall cease and Heritage, as the surviving entity, shall continue unaffected and unimpaired by the Merger (Heritage as existing on and after the Effective Date being hereinafter sometimes referred to as the "Surviving Corporation").

ARTICLE II

Articles of Incorporation and Bylaws

The Articles of Incorporation and the Bylaws of Heritage in effect immediately prior to the Effective Date shall be the Articles of Incorporation and the Bylaws of the Surviving Corporation, in each case until amended in accordance with applicable law.

ARTICLE III

Board of Directors

On the effective date, the Board of Directors of the Surviving Corporation shall consist of those persons serving as directors of the Surviving Corporation immediately prior to the Effective Date.

ARTICLE IV

Capital

The shares of capital stock of Heritage NY issued and outstanding immediately prior to the Effective Date shall, on the Effective Date and prior to the exchange set forth in Article V below, be cancelled without payment of any kind except as set forth in Article V below. On and after the Effective Date, each share of issued and outstanding common stock of Heritage immediately prior to the Effective Date and each share of Heritage common stock which was issued in conversion of Heritage NY common stock under Article V below shall remain issued and outstanding.

ARTICLE V

Conversion and Exchange of Shares

On the Effective Date, each share of issued and outstanding common stock of Heritage NY immediately prior to the Effective Date shall by virtue of the Merger be converted into one share of Heritage common stock.

ARTICLE VI

Effective Date of the Merger

Articles of Merger evidencing the transactions contemplated herein shall be delivered to the Kentucky Secretary of State for filing. The Merger shall be effective at the time and on the date on which the Articles of Merger are filed with the Kentucky Secretary of State, as provided in the Articles of Merger (such date and time being herein referred to as the "Effective Date").

ARTICLE VII

Further Assurances

If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances, or assurances are necessary or desirable to vest, perfect, or confirm in the Surviving Corporation title to any property or rights of Heritage NY, or otherwise carry out the provisions hereto, the proper officers and directors of Heritage NY as of the Effective Date, and thereafter the officers of the Surviving Corporation acting on behalf of Heritage NY, shall execute and deliver any and all proper assignments, conveyances, and assurances, and do all things necessary or desirable to vest, perfect, or confirm title to such property or rights in Surviving Corporation and otherwise carry out the provisions hereof.

ARTICLE VIII

Miscellaneous

(A) This Plan of Merger may be amended or supplemented at any time by the vote of the Boards of Directors of both Heritage and Heritage NY.

(B) The headings of several Articles herein are inserted for convenience of reference only and are not intended to be a part of or to affect the meaning or interpretation of this Plan of Merger.

(C) For the convenience of the parties hereto and to facilitate the filing and recording of this Plan of Merger, it may be executed in several counterparts, each of which shall be deemed the original, but all of which together shall constitute one and the same instrument.

(D) This Plan of Merger shall be governed by and construed in accordance with the laws of the Commonwealth of Kentucky applicable to agreements made and entirely to be performed in such jurisdiction.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed in counterparts by their duly authorized officers all as of the day and year first above written.

HERITAGE BRANDS, INC., a
Kentucky corporation

BY: Paul Pope

ITS: Treasurer

HERITAGE BRANDS, INC., a New
York corporation

BY: Paul Pope

ITS: Treasurer