

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM335137

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/03/2015

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
New England Tea & Coffee Company, LLC		12/12/2014	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Reily Foods Company
Street Address:	640 Magazine Street
City:	New Orleans
State/Country:	LOUISIANA
Postal Code:	70130
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 21

Property Type	Number	Word Mark
Registration Number:	2453837	ARCTIC WAVE
Registration Number:	1221102	EXCELSO BLEND
Registration Number:	3371092	FAMILY COFFEE ROASTERS SINCE 1916
Registration Number:	4089244	GROWER'S FINEST
Registration Number:	3632426	NERS
Registration Number:	1326223	NEW ENGLAND
Serial Number:	86124976	NEW ENGLAND
Registration Number:	3312144	NEW ENGLAND BREAKFAST BLEND
Registration Number:	3312141	NEW ENGLAND COFFEE
Registration Number:	3501878	NEW ENGLAND COFFEE
Registration Number:	3312138	NEW ENGLAND COFFEE
Registration Number:	1760088	NEW ENGLAND COFFEE A TRADITION OF GOOD T
Registration Number:	4455848	NEW ENGLAND DONUT SHOP BLEND
Registration Number:	4589283	NEW ENGLAND HERITAGE BLEND
Registration Number:	3750303	NEW ENGLAND HOT COCOA
Registration Number:	3621145	NEW ENGLAND REPAIR SERVICE
Registration Number:	3823274	NEW ENGLAND TEA
Serial Number:	86279530	NEW ENGLAND TEA & COFFEE JAVA SNAP

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2388549	NEWPORT COFFEE TRADERS
Registration Number:	2698416	SIMPLY JAVA
Registration Number:	4165237	TRY ME ICED

CORRESPONDENCE DATA

Fax Number: 2124255288

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

Phone: (212) 425-7200

Email: tmdocketny@kenyon.com

Correspondent Name: James E. Rosini, Esq.

Address Line 1: One Broadway

Address Line 4: New York, NEW YORK 10004

ATTORNEY DOCKET NUMBER:	16135/999 (SEE NICKI)
NAME OF SUBMITTER:	James E. Rosini, Esq.
SIGNATURE:	/James E. Rosini/
DATE SIGNED:	03/16/2015

Total Attachments: 4

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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 CONSOLIDATION, WHICH CONSOLIDATES:

"NEW ENGLAND TEA & COFFEE COMPANY, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

INTO A NEW CORPORATION UNDER THE NAME OF "REILY FOODS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2014, AT 5:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONSOLIDATION IS THE THIRD DAY OF JANUARY, A.D. 2015.

2317777 8100M

150329551

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2181584

DATE: 03-09-15

TRADEMARK
REEL: 005478 FRAME: 0275

**CERTIFICATE OF MERGER
OF
NEW ENGLAND TEA & COFFEE COMPANY, LLC
WITH AND INTO
REILY FOODS COMPANY**

(Filed Pursuant to Section 264 of the General Corporation Law of the State of Delaware and Section 209 of the Delaware Limited Liability Company Act)

The undersigned corporation, acting pursuant to Section 264 of the General Corporation Law of the State of Delaware and Section 209 of the Delaware Limited Liability Company Act, hereby certifies that:

First: The name, jurisdiction of organization and type of entity of each of the parties to the merger to which this Certificate relates (the "Constituent Entities") are as follows:

<u>Name</u>	<u>Jurisdiction of Organization and Type of Entity</u>
New England Tea & Coffee Company, LLC (the "Company")	Delaware limited liability company
Reily Foods Company (the "Surviving Entity")	Delaware corporation

Second: An Agreement of Merger between the Constituent Entities (the "Agreement") providing for the merger of the Company with and into the Surviving Entity (the "Merger") has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with Section 264 of the General Corporation Law of the State of Delaware and Section 209 of the Delaware Limited Liability Company Act.

Third: Reily Foods Company will survive the Merger and continue to operate under its current name.

Fourth: The certificate of incorporation of the Surviving Entity, as in effect at the Effective Time, shall continue in full force and effect after the Effective Time as the certificate of incorporation of the Surviving Entity until altered, amended or repealed as provided therein or by law.

Fifth: The Merger shall be effective on January 3, 2015 (the "Effective Time").

Sixth: A copy of the executed Agreement is on file at a place of business of the Surviving Entity, located at 640 Magazine Street, New Orleans, Louisiana 70130.

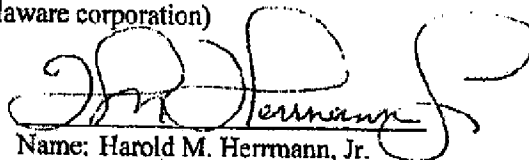
Seventh: A copy of the Agreement will be furnished by the Surviving Entity, on request and without cost, to any stockholder or member of the Constituent Entities.

[Signature page follows]

This Certificate of Merger is executed by the Surviving Entity, acting through its duly authorized Secretary & Executive Vice President, this 12th day of December, 2014.

REILY FOODS COMPANY
(a Delaware corporation)

By:



Name: Harold M. Herrmann, Jr.
Title: Authorized Officer, Secretary &
Executive Vice President

[Signature Page to Certificate of Merger]