

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM457996

| | | | |
|-----------------------------------|-------------------------|-------------------------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 12/29/2017 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| ZNHC, Inc. | | 12/20/2017 | Corporation: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Zausner Foods Corp. | | |
| Street Address: | 400 South Custer Avenue | | |
| City: | New Holland | | |
| State/Country: | PENNSYLVANIA | | |
| Postal Code: | 17557 | | |
| Entity Type: | Corporation: DELAWARE | | |
| PROPERTY NUMBERS Total: 50 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 86514044 | A ARTISAN CHEESE MASTERS OF AMERICA | |
| Serial Number: | 87469724 | ALOUETTE | |
| Serial Number: | 87083375 | HAUTE FROMAGERIE | |
| Serial Number: | 86324181 | THINESSE | |
| Serial Number: | 87608020 | MONTAVIA | |
| Registration Number: | 2076549 | | |
| Registration Number: | 4456623 | ALOUETTE | |
| Registration Number: | 1239584 | ALOUETTE | |
| Registration Number: | 3769859 | | |
| Registration Number: | 3021961 | ALOUETTE | |
| Registration Number: | 3767357 | ALOUETTE | |
| Registration Number: | 1936939 | ALOUETTE | |
| Registration Number: | 2747315 | ALOUETTE BABY BRIE | |
| Registration Number: | 2626034 | ALOUETTE CREME FRAICHE | |
| Registration Number: | 3024810 | ALOUETTE CUISINE | |
| Registration Number: | 2840386 | | |
| Registration Number: | 2732282 | BABY BRIE | |
| Registration Number: | 2661579 | BAGEL SHOPPE | |

CH \$1265.00 86514044

| Property Type | Number | Word Mark |
|----------------------|---------|------------------------------------|
| Registration Number: | 2689703 | BAGEL SHOPPE |
| Registration Number: | 3750703 | CAFE CLASSICS |
| Registration Number: | 2044013 | CAFE CLASSICS |
| Registration Number: | 3142522 | CAFE CLASSICS |
| Registration Number: | 2889191 | COUR ROYALE |
| Registration Number: | 1769405 | CREME DE BRIE |
| Registration Number: | 1473364 | DELICE DE FRANCE |
| Registration Number: | 1521990 | DELICE DE FRANCE |
| Registration Number: | 2011770 | DELICE DE FRANCE |
| Registration Number: | 2321981 | DELICO |
| Registration Number: | 1449916 | DOUX DE MONTAGNE |
| Registration Number: | 1222762 | DOUX DE-MONTAGNE |
| Registration Number: | 2142883 | ELEGANTE |
| Registration Number: | 1958313 | GRAND CAMEMBERT |
| Registration Number: | 2008094 | |
| Registration Number: | 0985596 | ILE DE FRANCE |
| Registration Number: | 5023301 | |
| Registration Number: | 5027665 | |
| Registration Number: | 5027664 | ILE DE FRANCE |
| Registration Number: | 5023302 | ILE DE FRANCE |
| Registration Number: | 3406454 | ILE DE FRANCE |
| Registration Number: | 3410235 | ILE DE FRANCE |
| Registration Number: | 0303224 | ILE DE FRANCE |
| Registration Number: | 1143540 | |
| Registration Number: | 0977808 | |
| Registration Number: | 1246504 | LE PETIT DELICE DE FRANCE |
| Registration Number: | 1247212 | LE PETIT DELICE DE FRANCE |
| Registration Number: | 1593186 | MONTRACHET |
| Registration Number: | 2048324 | SALADENA |
| Registration Number: | 2269220 | SALADENA |
| Registration Number: | 2142813 | SANTA ROSA |
| Registration Number: | 4099352 | SLOW DOWN AND SAVOUR WITH ALOUETTE |

CORRESPONDENCE DATA

Fax Number: 2027393001

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: 202-739-5093

Email: michelle.raynes@morganlewis.com

| | |
|----------------------------|------------------------------|
| Correspondent Name: | Kristin H. Altoff |
| Address Line 1: | 1111 Pennsylvania Avenue, NW |
| Address Line 2: | Attn: TMSU |
| Address Line 4: | Washington, D.C. 20004 |

| | |
|---------------------------|-------------------|
| NAME OF SUBMITTER: | Kristin H. Altoff |
|---------------------------|-------------------|

| | |
|-------------------|---------------------|
| SIGNATURE: | /Kristin H. Altoff/ |
|-------------------|---------------------|

| | |
|---------------------|------------|
| DATE SIGNED: | 01/13/2018 |
|---------------------|------------|

Total Attachments: 6

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Delaware

The First State

Page 1

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 MERGER, WHICH MERGES:

"ZNHC, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ZAUSNER FOODS CORP." UNDER THE NAME OF "ZAUSNER FOODS CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2017, AT 11:47 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2017 AT 12:01 O'CLOCK A.M.

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



A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

608216 8100M
SR# 20177739280

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

Authentication: 203839034
Date: 12-27-17

TRADEMARK
REEL: 006249 FRAME: 0270

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ZNHC, INC.,
a Delaware corporation,

WITH AND INTO

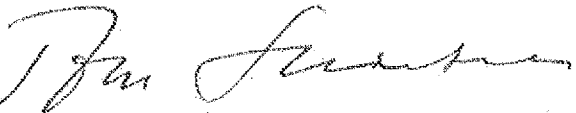
ZAUSNER FOODS CORP.,
a Delaware corporation

Pursuant to Title 8, Section 253(a) of the Delaware General Corporation Law (the "DGCL"), the undersigned corporation hereby executes and submits the following Certificate of Ownership and Merger, dated December 20, 2017:

1. The names of the merging corporations are ZNHC, Inc., a Delaware corporation (the "Subsidiary"), and Zausner Foods Corp., a Delaware corporation (the "Surviving Corporation").
2. Immediately prior to the merger, the Surviving Corporation owned one-hundred percent (100%) of all issued and outstanding shares of each class of capital stock of the Subsidiary.
3. The Board of Directors of the Surviving Corporation, by resolutions duly adopted by unanimous written consent on December 11, 2017, determined to merge the Subsidiary with and into the Surviving Corporation pursuant to Section 253 of the DGCL. A true and correct copy of such resolutions is annexed hereto as Exhibit A. Said resolutions have not been modified or rescinded and are in full force and effect on the date hereof.
4. The merger of Subsidiary with and into the Surviving Corporation and this Certificate of Ownership and Merger shall be effective as of 12:01 A.M. on December 29, 2017 (the "Effective Time").
5. This merger may be amended, terminated and abandoned by the Board of Directors of the Surviving Corporation at any time prior to the Effective Time.

IN WITNESS WHEREOF, the Surviving Corporation has caused this
Certificate of Ownership and Merger to be signed and attested by its duly authorized
officer as of the day and year above written.

Zausner Foods Corp.
(a Delaware corporation)

By: 
Name: Thomas Swartele
Title: Chairman of the Board

NAI-1503208504v2

TRADEMARK
REEL: 006249 FRAME: 0272

Exhibit A

Board Resolutions

See attached.

**UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
ZAUSNER FOODS CORP.**

December 11, 2017

Pursuant to Section 141 of the General Corporation Law of the State of Delaware (the "DGCL"), the undersigned being all of the members of the Board of Directors (the "Board") of Zausner Foods Corp., a Delaware corporation (the "Corporation"), hereby consent in writing to the adoption of the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Board.

WHEREAS, the Corporation owns one-hundred percent (100%) of the issued and outstanding shares of each class of capital stock of ZNHC, Inc., a Delaware corporation (the "Subsidiary"); and

WHEREAS, it is deemed advisable and in the best interest of the Corporation to merge the Subsidiary with and into the Corporation.

NOW, THEREFORE, BE IT:

RESOLVED, that the Subsidiary be merged with and into the Corporation pursuant to Section 253 of the DGCL (the "Merger"), so that the separate existence of the Subsidiary shall cease as soon as the Merger shall become effective, and the Corporation shall continue as the surviving corporation; and

RESOLVED FURTHER, that the form, terms and provisions of the Plan of Merger to be executed and delivered by the Corporation be, and the same hereby is, in all respects approved, and that each officer of the Corporation (each such person, an "Authorized Officer") be, and each hereby is, authorized and empowered, in the name and on behalf of the Corporation, to execute, deliver and perform the obligations set forth in the Plan of Merger, with such changes, additions and modifications thereto as such Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by his or her execution and delivery thereof; and

RESOLVED FURTHER, that each share of common stock of the Subsidiary, par value \$0.01 per share, issued and outstanding immediately prior to the effectiveness of the Merger shall, by virtue of the Merger and without any action on the part of the holders thereof, automatically be cancelled and retired and shall cease to exist; and

RESOLVED FURTHER, that any Authorized Officer be, and each of them hereby is, authorized to prepare and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions, and to file the Certificate of Ownership and Merger with the Secretary of State of Delaware and pay any fees related to such filing; and

RESOLVED FURTHER, that any Authorized Officer be, and each of them hereby is, authorized and empowered to take all such further action and to execute, deliver and file all such further agreements, certificates, instruments and documents, in the name and on behalf of the Corporation, and if requested or required, under its corporate seal duly attested by the Secretary or Assistant Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions; and

RESOLVED FURTHER, that any and all actions heretofore taken by any officer of the Corporation or any person or persons in connection with any transaction or objectives approved in the foregoing resolutions, and all transactions related thereto, are hereby approved, ratified and confirmed in all respects; and any and all actions hereafter to be taken by said officers or person or persons in furtherance of the objectives of the foregoing resolutions are hereby authorized, approved and ratified in all respects.

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