

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM320003

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Russell Stover Candies, Inc.		09/02/2014	CORPORATION: MISSOURI
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Russell Stover Candies, LLC		
<b>Street Address:</b>	4900 Oak Street		
<b>City:</b>	Kansas city		
<b>State/Country:</b>	MISSOURI		
<b>Postal Code:</b>	64112		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: MISSOURI		
<b>PROPERTY NUMBERS Total: 40</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1321108		
<b>Registration Number:</b>	1581784		
<b>Registration Number:</b>	0758502	MINT DREAM	
<b>Registration Number:</b>	2619093	BUILD-A-BOX	
<b>Registration Number:</b>	2010973	BYZANTINE	
<b>Registration Number:</b>	3466268	ELEGANT ASSORTMENT	
<b>Registration Number:</b>	1343050	HOME FASHIONED	
<b>Registration Number:</b>	2145499	KEEPSAKE ASSORTMENT	
<b>Registration Number:</b>	1317209	ONLY THE FINEST	
<b>Registration Number:</b>	1642465	PECAN CROWNS	
<b>Registration Number:</b>	3202010	PRIVATE RESERVE	
<b>Registration Number:</b>	0739454	RUSSELL STOVER	
<b>Registration Number:</b>	3427538	RUSSELL STOVER INTERNATIONALE	
<b>Registration Number:</b>	3285296	THE GIFT BOX	
<b>Registration Number:</b>	1434123	THE TASTEFUL GIFT TO GIVE	
<b>Registration Number:</b>	3545573	HANDCRAFTED IN SMALL BATCHES	
<b>Registration Number:</b>	3670874	CHOCOLATE CONNECTIONS	
<b>Registration Number:</b>	3725254	RUSSELL STOVER HANDCRAFTED IN SMALL BATC	
<b>Registration Number:</b>	3895317	1,000,000,000	
<b>Registration Number:</b>	3901912	ONE BILLION	
<b>TRADEMARK</b>			

CH \$1015.00 1321108

Property Type	Number	Word Mark
Registration Number:	3967251	RUSSELL STOVER NOTE 1,000,000,000 IN BUN
Registration Number:	3967252	RUSSELL STOVER NOTE 1,000,000,000 IN BUN
Registration Number:	3967253	RUSSELL STOVER NOTE 1,000,000,000 IN BUN
Registration Number:	3967254	RUSSELL STOVER NOTE 1,000,000,000 IN BUN
Registration Number:	3895322	RUSSELL STOVER NOTE 1,000,000,000 IN GOB
Registration Number:	3895323	RUSSELL STOVER NOTE 1,000,000,000 IN GOB
Registration Number:	3895324	RUSSELL STOVER NOTE 1,000,000,000 IN GOB
Registration Number:	3935577	RUSSELL STOVER NOTE 1,000,000,000 IN SAN
Registration Number:	3865872	CUPID COUPON
Registration Number:	3865885	ORNAMINTS
Registration Number:	3942149	RUSSELL STOVER NOTE; HAPPY HANUKKAH; 18;
Registration Number:	4355166	BREAK-IT RABBIT
Registration Number:	4359171	IDDY BIDDY BUNNIES
Registration Number:	4437562	IDDY BIDDY
Serial Number:	86254771	GALENTINE
Serial Number:	86254784	GALENTINE'S
Serial Number:	86281102	DIP-IT RABBIT
Serial Number:	86302423	DIP-IT
Serial Number:	86336119	LOVE U TO PIECES
Serial Number:	86384993	GREAT PUMPKIN

**CORRESPONDENCE DATA**

**Fax Number:** 9134510875  
*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:** 913-451-5100  
**Email:** gkraai@lathropgage.com  
**Correspondent Name:** Gerald M Kraai  
**Address Line 1:** 10851 Mastin Blvd, Bldg 82 Suite 1000  
**Address Line 4:** Overland Park, KANSAS 66210

<b>ATTORNEY DOCKET NUMBER:</b>	562109
<b>NAME OF SUBMITTER:</b>	Gerald M. Kraai
<b>SIGNATURE:</b>	/Gerald M. Kraai/
<b>DATE SIGNED:</b>	10/14/2014

**Total Attachments: 5**  
source=RSC Inc to RSC LLC (9-2-14)#page1.tif  
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source=RSC Inc to RSC LLC (9-2-14)#page5.tif

# STATE OF MISSOURI



Jason Kander  
Secretary of State

## CERTIFICATE OF CONVERSION

WHEREAS, a Certificate of Conversion of the following entity:

***RUSSELL STOVER CANDIES, INC. - 00235899***  
CONVERTING INTO:  
***RUSSELL STOVER CANDIES, LLC - LC001417536***

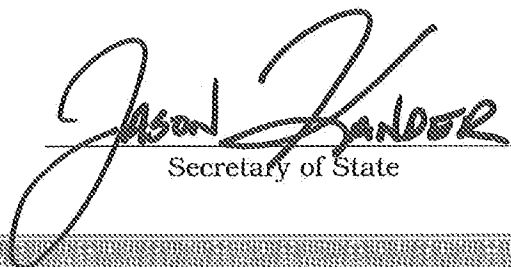
Organized and existing under the laws of Missouri have been received, found to conform to Law and filed.

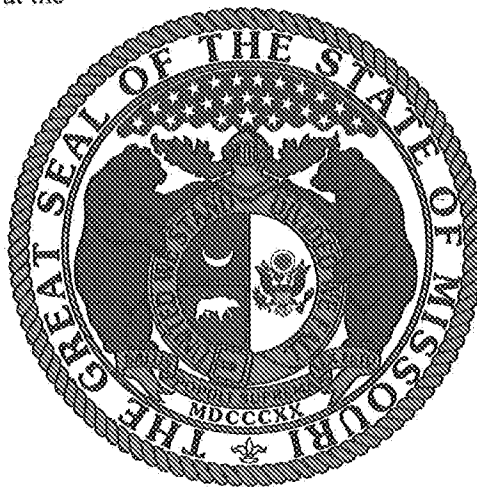
NOW, THEREFORE, I, Missouri, Secretary of State of the State of Missouri, issue the Certificate of Conversion, certifying that the conversion of the aforementioned entity is effected, with

***RUSSELL STOVER CANDIES, LLC - LC001417536***

As the newly formed corporation, pursuant to Chapter 351.409 RSMO.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 2nd day of September, 2014.

  
Secretary of State



LC001417536  
Date Filed: 9/2/2014  
Jason Kander  
Missouri Secretary of State

STATE OF MISSOURI  
CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A  
LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 351.409 OF THE GENERAL BUSINESS CORPORATION LAW

- (1) The name of the corporation under which it was originally incorporated was RSCWPB, Inc. and its current name is Russell Stover Candies, Inc.
- (2) The date the corporation first filed its original articles of incorporation with the Secretary of State is October 30, 1981.
- (3) The corporation shall be converted to Russell Stover Candies, LLC, which shall be a Missouri limited liability company.
- (4) This conversion has been approved in accordance with the provisions of Section 351.409 of the General Business Corporation Law of Missouri.
- (5) The corporation agrees that it may be served with process in the state of Missouri in any action, suit or proceeding for enforcement of any obligation of the corporation arising while it was a corporation of this state. The corporation irrevocably appoints the secretary of state as its agent to accept service of process in any such action, suit or proceeding.
- (6) A copy of the process referred to in (5) may be mailed to the address of the corporation's registered agent, CT Corporation System, 120 South Central Avenue, Clayton, MO 63105.

*[Signature Page Follows]*

P-ORI-09022014-0384

ORI-09022014-0442 State of Missouri

No of Pages 4 Pages



Conversion - LLC/LP/LLP/LLLP

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion  
on the 20 day of August, 2014.

RUSSELL STOVER CANDIES, INC.

By: \_\_\_\_\_

Name: Thomas S. Ward  
Title: President

[Signature Page to Certificate of Conversion (Russell Stover Candies, Inc.)]

**TRADEMARK**

**REEL: 005380 FRAME: 0471**

TAXATION DIVISION  
P O BOX 3666  
JEFFERSON CITY MO 65105-3666



Missouri  
DEPARTMENT OF REVENUE

Telephone: (573) 751-9268  
Fax: (573) 522-1265  
E-mail: taxclearance@dor.mo.gov

## CERTIFICATE OF TAX CLEARANCE

RUSSELL STOVER CANDIES INC  
4900 OAK ST  
KANSAS CITY MO 64112

DATE: AUGUST 15, 2014

MISSOURI CORPORATION CHARTER NUMBER: 00235899

Thank you for contacting the Missouri Department of Revenue. In response to the corporation's request, a review of the tax records has been completed. All taxes owed, including all liabilities owed as determined by the Division of Employment Security, pursuant to Chapter 288, RSMo, have been paid.

This statement is not to be construed as limiting the authority of the Director of Revenue to pursue collection of liabilities resulting from final litigation, default in payment of any installment agreement entered into with the Director of Revenue, any successor liability that may become due in the future, or audits or reviews of the taxpayer's records as provided by law.

This Certificate of Tax Clearance must be presented to the Missouri Secretary of State's Office with any required paperwork and payment. For information concerning the Secretary of State's requirements, you may call their office at (573) 751-4153 or toll free at (866) 223-6535.

If you require additional information or assistance, please contact the Taxation Division at Post Office Box 3666, Jefferson City, Missouri 65105-3666 or by telephone at (573) 751-9268 during the hours of 8:00 a.m. to 5:00 p.m.

THIS CERTIFICATE REMAINS VALID FOR SIXTY (60) DAYS FROM THE ISSUANCE DATE. If you do not complete your transaction in sixty (60) days you must obtain a new Certificate of Tax Clearance. Additionally, a new Form 943, Request for Tax Clearance, may be required.

Sincerely,

A handwritten signature in cursive script that reads "Dwayne Maples".

Dwayne Maples  
Administrator, Business Tax  
Taxation Division

JB:DU0624

CBN001  
201422700301027

TRADEMARK

REEL: 005380 FRAME: 0472

ARTICLES OF ORGANIZATION  
OF  
RUSSELL STOVER CANDIES, LLC

1. The name of the limited liability company is Russell Stover Candies, LLC.
2. The purpose for which the limited liability company is organized is to transact any or all lawful business for which a limited liability company may be organized under and pursuant to the "Missouri Limited Liability Company Act."
3. The name and address of the limited liability company's registered agent in Missouri is: CT Corporation System, 120 South Central Avenue, Clayton, MO 63105.
4. The management of the limited liability company is vested in:  

\_\_\_\_\_ MANAGERS                        X   MEMBERS
5. The duration of the limited liability company shall be perpetual.
6. The name and address of the organizer are as follows:

<u>Name</u>	<u>Street</u>	<u>City and State</u>
Julie Doody	4801 Main Street, Suite 1000	Kansas City, Missouri 64112

IN AFFIRMATION THEREOF, the facts stated above are true and correct. (The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo).

Date: August 20, 2014.

Julie Doody  
Julie Doody, Organizer