

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Heluva Good LLC		12/31/2004	Limited Liability Company: DELAWARE

**RECEIVING PARTY DATA**

Name:	HP Hood LLC
Street Address:	90 Everett Avenue
Internal Address:	Suite 200
City:	Chelsea
State/Country:	MASSACHUSETTS
Postal Code:	02150
Entity Type:	Limited Liability Company: DELAWARE

**PROPERTY NUMBERS Total: 15**

Property Type	Number	Word Mark
Registration Number:	2132699	COUNTRY GOURMET
Registration Number:	1635602	FATHER TIME, PRES. GEO. EXPERIENCE, SEC. DEATH & TAXES, TREAS.
Registration Number:	1593212	FATHER TIME'S
Registration Number:	0895171	HELUVA
Registration Number:	0375586	HELUVA CHEESE
Registration Number:	1968188	HELUVA GOOD
Registration Number:	2428638	HELUVA GOOD COUNTRY GOURMET
Registration Number:	0897942	
Registration Number:	1602581	ONE TASTE IS WORTH A THOUSAND WORDS
Registration Number:	0741369	"ONE TASTE IS WORTH A THOUSAND WORDS"
Registration Number:	2274822	YOU'LL LOVE IT. WE SWEAR.

CH \$390.00 2132699

Registration Number:	2711961	BODACIOUS
Registration Number:	2746340	DARN GOOD CHEESE
Serial Number:	76299240	DINOSAUR
Serial Number:	76384946	HOW GOOD?

**CORRESPONDENCE DATA**

Fax Number: (617)523-1231

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 617.570.1292

Email: mrovner@goodwinprocter.com

Correspondent Name: Miriam J. Rovner, Senior Paralegal

Address Line 1: Exchange Place, 53 State Street

Address Line 2: Attention: Goodwin Procter LLP

Address Line 4: Boston, MASSACHUSETTS 02109

NAME OF SUBMITTER:	Miriam J. Rovner
Signature:	/Miriam J. Rovner/
Date:	01/05/2005

**Total Attachments: 3**

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# Delaware

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*The First State*

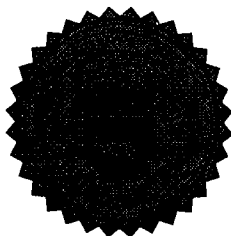
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"HELUVA GOOD LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "HP HOOD LLC" UNDER THE NAME OF "HP HOOD LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2004, AT 12:38 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2004, AT 11:59 O'CLOCK P.M.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3587462

DATE: 12-30-04

TRADEMARK  
REEL: 003001 FRAME: 0917

**CERTIFICATE OF MERGER**

of

**HELUVA GOOD LLC**

with and into

**HP HOOD LLC**

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "Act"), the undersigned surviving limited liability company submits the following Certificate of Merger for filing and certifies that:

1. The name and jurisdiction of formation of the limited liability companies which are to merge are:

<u>Name</u>	<u>Jurisdiction</u>
Heluva Good LLC ("Heluva")	Delaware
HP Hood LLC ("Hood")	Delaware

2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved and executed in accordance with the provisions of Section 18-209 of the Act by each of Heluva and Hood.
3. The name of the surviving limited liability company is HP Hood LLC.
4. The Merger Agreement is on file at the place of business of Hood located at 90 Everett Avenue, Suite 200, Chelsea, MA 02150.
5. A copy of the Merger Agreement will be furnished by Hood on request and without cost to any member of Heluva or Hood.
6. The Merger shall be effective at 11:59 p.m., Eastern Standard Time on December 31, 2004.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of December 30, 2004, and is being filed in accordance with Section 18-209 of the Act by an authorized person of the surviving limited liability company in the merger.

HP HOOD LLC

By:

  
\_\_\_\_\_  
John A. Kaneb, Its President

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