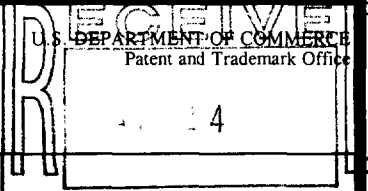


140  
8/24/99

RECORD

08-27-1999



101129546

To the Honorable Commissioner of Patents and Trademarks. Please receive...

1. Name of conveying party(ies):  
**MRS BAIRD'S BAKERIES BUSINESS TRUST**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation - State of \_\_\_\_\_  
 Other Delaware Business Trust

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):  
 Name: NEW MRS BAIRD'S BUSINESS TRUST  
 Internal Address: \_\_\_\_\_  
 Street Address: 7301 South Freeway  
 City: Fort Worth                      State Texas                      ZIP: 76134

3. Nature of conveyance:  
 Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

Execution Date: August 2, 1999

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State of \_\_\_\_\_  
 Other Delaware Business Trust

If assignee is not domiciled in the United States, a domestic representative designation is attached:  
 Yes                       No  
 (Designation must be a separate document from Assignment)  
 Additional name(s) & address(es) attached?                       Yes                       No

4. Application number(s) or registration number(s):  
 A. Trademark Application No(s).  
See attached Exhibit B

B. Trademark registration No(s).  
See attached Exhibit A

Additional numbers attached?  Yes                       No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Russell N. Rippamonti  
Jenkins & Gilchrist, P.C.  
 Internal Address: \_\_\_\_\_  
 Street Address: 1445 Ross Avenue, Ste. 3200  
 City: Dallas                      State: Texas                      Zip: 75202-2799

6. Total number of applications and registrations involved: 18

7. Total fee (37 CFR 3.41):                      \$ 465.00  
 Enclosed  
 Authorized to be charged to deposit account.

(If check is not received with this correspondence or additional fees are required, please charge to deposit account 10-0447.)

8. Deposit Account number: \_\_\_\_\_  
 (Attach duplicate copy of this page if paying by deposit account)

8/27/1999 DCDATES 00000027 1270150

DO NOT USE THIS SPACE

1 FC-481                      40.00 OP  
 2 FC-482                      425.00 OP

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Russell N. Rippamonti  
Name of Person Signing

Russell Rippamonti  
Signature

8/23/99  
Date

Total number of pages comprising cover sheet: 5

**EXHIBIT A  
Federal Registrations**

<b>Federal</b>	<b>Mark</b>	<b>Reg. No.</b>	<b>Registration Date</b>
Federal	MRS BAIRD'S (for bread, cakes, rolls, donuts, buns & pies)	1,270,150	March 13, 1984
Federal	BISKROLL	1,277,284	May 8, 1984
Federal	WITH FAMILY PRIDE	1,283,542	June 26, 1984
Federal	MISCELLANEOUS DESIGN (Zigzag Design - Color)	1,331,097	April 16, 1985
Federal	PUL-A-PART	1,347,005	July 2, 1985
Federal	MISCELLANEOUS DESIGN (Seal)	1,363,632	October 1, 1985
Federal	STAYS FRESH LONGER & Design (Seal)	1,364,752	October 8, 1985
Federal	WITH FAMILY PRIDE OVER 75 YEARS OF BAKING & DESIGN (Seal and banner)	1,391,773	April 29, 1986
Federal	MRS BAIRD'S BREAD ORIGINAL HOME OF MRS BAIRD'S BREAD & Design (Portrait of Mrs Baird's Home)	1,468,539	December 8, 1987
Federal	MRS BAIRD'S (for tortillas)	2,029,794	January 14, 1997
Federal	MRS BAIRD'S TEXAS TORTILLAS & Design	2,082,926	July 29, 1997
Federal	OVER 85 YEARS OF BAKING	2,082,927	July 29, 1997
Federal	TEXAS BORN. TEXAS BREAD.	2,206,004	November 24, 1998

**EXHIBIT B**  
**Pending Federal Applications**

<b>Federal/State</b>	<b>Mark</b>	<b>Serial No.</b>	<b>Filing Date</b>
Federal	FAMILY HERITAGE	75/399,867	December 4, 1997
Federal	MRS BAIRD'S BOMBER	75/652,364	March 2, 1999
Federal	MRS BAIRD'S (Stylized)	75/671,189	March 30, 1999
Federal	TIA ROSA & Design	75/693,109	April 28, 1999
Federal	MEGATHIN	75/747,799	July 7, 1999

State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, 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:

"MRS BAIRD'S BAKERIES BUSINESS TRUST", A DELAWARE BUSINESS TRUST,

WITH AND INTO "NEW MRS BAIRD'S BUSINESS TRUST" UNDER THE NAME OF "NEW MRS BAIRD'S BUSINESS TRUST", A BUSINESS TRUST ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF AUGUST, A.D. 1999, AT 4 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

3050788 8100M

991324420

AUTHENTICATION:

9906951

DATE:

08-05-99

TRADEMARK  
REEL: 001950 FRAME: 0080

**CERTIFICATE OF MERGER  
FOR  
NEW MRS BAIRD'S BUSINESS TRUST**

Pursuant to Section 3815 of the Delaware Business Trust Act (Chapter 38 of Title 12 of the Delaware Code), New Mrs Baird's Business Trust (a Delaware business trust) files this Certificate of Merger.

1. The constituent entities to this merger, and the states of their organization, are:
  - (a) Mrs Baird's Bakeries Business Trust, organized as a business trust under the laws of the State of Delaware; and
  - (b) New Mrs Baird's Business Trust, organized as a business trust under the laws of the State of Delaware.
2. A Plan and Agreement of Merger (the "Plan") has been approved and executed by each of the entities that is merging.
3. The name of the surviving Trust is New Mrs Baird's Business Trust, a Delaware business trust (the "Surviving Trust").
4. The executed Plan is on file at the principal place of business of the Surviving Trust, and the mailing address of that principal place of business is:

7301 South Freeway  
Fort Worth, Texas 76134
5. A copy of the Plan will be furnished by the Surviving Trust on request and at no cost, to any beneficial owner of New Mrs Baird's Business Trust and to any beneficial owner of Mrs Baird's Bakeries Business Trust.
6. The merger evidenced by this Certificate of Merger shall be effective as of 12:01 a.m., Central time, August 6, 1999.

IN WITNESS WHEREOF, New Mrs Baird's Business Trust has caused this Certificate to be executed by Juan Muldoon, President of Tia Rosa Bakery of Ohio, Inc., Managing Trustee of New Mrs Baird's Business Trust, this 2<sup>nd</sup> day of August, 1999.

TIA ROSA BAKERY OF OHIO, INC.,  
an Ohio corporation  
Managing Trustee of NEW MRS BAIRD'S  
BUSINESS TRUST

By:   
Juan Muldoon, President

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