

01-29-2001



No. : CHB-100

1.16.01

TRADEMARK

101596043

Recordation Form Cover Sheet

TRADEMARKS ONLY

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Readi-Bake, Inc.
a corporation of Delaware

2. Name and address of receiving party(ies)

Country Home Bakers, Inc.
a corporation of Connecticut
3 Enterprise Drive, Shelton, CT 06484

1399734

Additional name(s) & address(es) attached ___ Yes X No

3. Nature of conveyance: Assignment
Execution Date: January 3, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

<u>Mark</u>	<u>Registration No.</u>
JESSIE LORD	1,399,734
READI-BAKE	1,274,498
READI-BAKE THE BEST YOU CAN BAKE	1,794,389
READI-BAKE THE SMARTER COOKIE	1,873,358
SNAP 'N BAKE	1,664,606

Additional numbers attached? ___ Yes X No

5. Name and address of party to whom correspondence concerning document should be mailed:

Maurice M. Klee, Ph.D.
Attorney for Applicant
1951 Burr Street
Fairfield, CT 06430
(203) 255-1400

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) of \$200.00 is enclosed.

8. Deposit account number

The Commissioner is hereby authorized to charge any additional fees which may be required by this paper, or credit any overpayment, to Deposit Account No. 11-1158.

9. Statement and signature

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.

Respectfully submitted,

Date: 1/9/01

Maurice Klee

Maurice M. Klee, Ph.D.
Reg. No. 30,399
Attorney for Applicant
1951 Burr Street
Fairfield, CT 06430
(203) 255-1400

Total number of pages comprising cover sheet and attached assignment: 11

ASSIGNMENT

WHEREAS, as of December 26, 1999, Readi-Bake, Inc., a corporation of Delaware, having a place of business at 2660 Horizon Drive S.E., Suite A, Grand Rapids, Michigan 49546, (hereinafter referred to as "ASSIGNOR"), was the owner of the following trademark applications and registrations for the following marks (hereinafter referred to as the "Marks"):

Mark	Country	Registration or Application No.
JESSIE LORD	U.S.	1,399,734
JESSIE LORD	Canada	331,986
JESSIE LORD	Switzerland	366 402
JESSIE LORD	Taiwan	494149
JESSIE LORD	Japan	2 057 724
READI-BAKE	U.S.	1,274,498
READI-BAKE	Benelux	419 565
READI-BAKE	Denmark	0121-1988
READI-BAKE	Finland	105 465
READI-BAKE	France	1 365 229
READI-BAKE	Germany	1 098 806
READI-BAKE	Norway	137.889
READI-BAKE	Sweden	218911
READI-BAKE	Switzerland	368.098
READI-BAKE	U.K.	B 1 193 070
READI-BAKE	U.K.	1 447 622
READI-BAKE	Taiwan	494150
READI-BAKE THE BEST YOU CAN BAKE	U.S.	1,794,389
READI-BAKE THE SMARTER COOKIE	U.S.	1,873,358
SCORE-PAK	Canada	350 404
SCORE-PAK	Switzerland	364 999
SNAP 'N BAKE	U.S.	1,664,606

WHEREAS, on December 26, 1999, the following events took place:

- (1) the name of Country Home Bakery, Incorporated, a corporation of Connecticut, having a place of business at 3 Enterprise Drive, Shelton, CT 06484, was changed to Country Home Bakers, Inc. (the name changed company is referred to hereinafter as "ASSIGNEE"); and
- (2) ASSIGNOR was merged into ASSIGNEE.

WHEREAS, as shown by the merger documents attached hereto as Exhibit A, ASSIGNEE, by said merger, acquired, inter alia, ASSIGNOR's right, title and interest to the Marks, the above applications and registrations for the Marks, and that part of the good will of the business connected with the use of and symbolized by the Marks.

WHEREAS, ASSIGNOR and ASSIGNEE wish to memorialize by this document said prior acquisition by ASSIGNEE of ASSIGNOR's aforesaid rights.

NOW, THEREFORE, ASSIGNOR does hereby confirm and repeat its prior assignment of December 26, 1999 to ASSIGNEE of all of ASSIGNOR's right, title and interest in and to:

1. The Marks throughout the United States of America and throughout the world, together with that part of the good will of the business symbolized by each of the Marks, and any and all rights to recover profits and damages arising from infringement of each of the Marks prior to the effective date hereof.

2.

Mark	Country	Registration or Application No.
JESSIE LORD	U.S.	1,399,734
JESSIE LORD	Canada	331,986
JESSIE LORD	Switzerland	366 402
JESSIE LORD	Taiwan	494149
JESSIE LORD	Japan	2 057 724
READI-BAKE	U.S.	1,274,498
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SCORE-PAK	Canada	350 404
SCORE-PAK	Switzerland	364 999
SNAP 'N BAKE	U.S.	1,664,606

ASSIGNOR agrees that without additional compensation or consideration, it will execute such further assignments and formal documents which may be needed in connection with the recording of the assignment of the foregoing trademark applications and registrations in their respective trademark offices.

This Assignment shall inure to the benefit of and shall be binding upon ASSIGNOR and ASSIGNEE, and their respective successors, assigns and legal representatives.

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be executed by its duly authorized officer effective as of the 26th day of December, 1999.

READI-BAKE, INC.

By Judith L. Borck
Judith L. Borck
President

Date JANUARY 3, 2001

State of Connecticut)

County of Fairfield)

SS:

Before me personally appeared Judith L. Borck the person who signed this instrument, who acknowledged that she signed it as a free act on behalf of the identified corporation with authority to do so this 3rd day of January, 2001.

Jenna M. Gerber
Notary Public

EXHIBIT A

CERTIFICATE OF OWNERSHIP AND MERGER

The undersigned does hereby certify:

1. Readi-Bake, Inc. ("RB"), a Delaware corporation, is a wholly owned subsidiary of Country Home Bakery, Incorporated ("CHB"), a Connecticut corporation.

2. The Board of Directors of CHB adopted the following resolution:

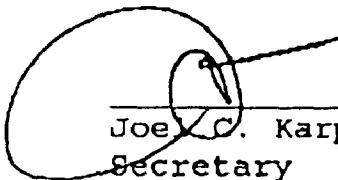
RESOLVED, that Readi-Bake, Inc. be merged into Country Home Bakery, Incorporated, pursuant to Section 253 of the Delaware Corporation Law, such merger being effective December 26, 1999.

3. The resolution was duly adopted on December 20, 1999.

4. CHB agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of RB, as well as for enforcement of any obligation of CHB or RB arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to Section 262.

5. CHB irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any suit or other proceedings. Any such process shall be sent to Country Home Bakery, Incorporated, 3 Enterprise Drive, Shelton, CT 06484.

Attest:



Joe C. Karp, Assistant
Secretary

Country Home Bakery,
Incorporated

By 

Judith L. Borck, President

chb\merger-2000\RB-certown

ARTICLES OF MERGER

The undersigned corporation does hereby certify:

1. Readi-Bake, Inc., a Delaware Corporation ("RB"), the subsidiary, shall be merged into Country Home Bakery, Incorporated, a Connecticut corporation ("CHB"), the parent corporation.

2. The stock of the subsidiary shall be cancelled.

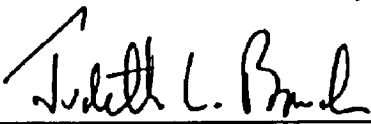
3. Shareholder approval is not required by either party to the merger.

4. The merger shall be effective December 26, 1999.

The undersigned, under the penalties of false statement, declare that the statements contained herein are true and correct.

Dated this 20th day of December, 1999.

COUNTRY HOME BAKERY, INCORPORATED

By 
Judith L. Borck, President

chb\merger-2000\art-rbi

Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"READI-BAKE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "COUNTRY HOME BAKERY, INCORPORATED" UNDER THE NAME OF "COUNTRY HOME BAKERY, INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CONNECTICUT, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1999, AT 1:32 O'CLOCK P.M.



3147811 8100M

991556856

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0164880

DATE: 12-27-99

TRADEMARK
REEL: 002221 FRAME: 0163

CERTIFICATE OF AMENDMENT

STOCK CORPORATION

Office of the Secretary of the State

30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 /new/1-97

Space For Office Use Only

1. NAME OF CORPORATION:

Country Home Bakery, Incorporated

2. THE CERTIFICATE OF INCORPORATION IS (check A., B. or C.):

A. AMENDED.

B. AMENDED AND RESTATED.

C. RESTATED.

3. TEXT OF EACH AMENDMENT / RESTATEMENT:

RESOLVED, that the Company change its name from Country Home Bakery, Incorporated to Country Home Bakers, Inc.

(Please reference an 8 1/2 X 11 attachment if additional space is needed)

TRADEMARK
REEL: 002221 FRAME: 0164

4. VOTE INFORMATION (check A., B. or C.)

A. The resolution was approved by shareholders as follows:

(set forth all voting information required by Conn. Gen. Stat. section 33-800 as amended in the space provided below)

Number of outstanding shares - 120 shares of Class A Voting common stock;
 2,160 shares of Class B Non-Voting common stock
 Number of shares entitled to vote - 120 shares of Class A common stock
 Votes for the amendment - 120 shares of Class A common stock

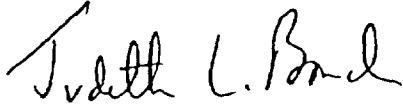
The number of votes cast for the amendment was sufficient for approval by the shareholders.

B. The amendment was adopted by the board of directors without shareholder action. No shareholder vote was required for adoption.

C. The amendment was adopted by the incorporators without shareholder action. No shareholder vote was required for adoption.

5. EXECUTION

Dated this 7th day of January, 19 2000

Judith L. Borck	President	
Print or type name of signatory	Capacity of signatory	Signature