

Form PTO-1594
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

The Earthgrains Company

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: August 13, 2001

2. Name and address of receiving party(ies)

Name: Sara Lee Bakery Group, Inc.

Internal
Address: _____

Street Address: 8400 Maryland Avenue

City: St. Louis State: Missouri Zip: 63105

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations 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)

B. Trademark Registration No.(s)

1,989,861

Additional number(s) attached Yes No

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

Name: Bryan K. Wheelock

Internal Address: Harnes, Dickey & Pierce, P.L.C.

Street Address: 7700 Bonhomme, Suite 400

City: St. Louis State: Missouri Zip: 63105

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41).....\$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-0750

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Bryan K. Wheelock

Name of Person Signing


Signature

14 NOVEMBER 2001

Date

Total number of pages including cover sheet, attachments, and document: 11

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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State of Delaware

Office of the Secretary of State

PAGE 1

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 OWNERSHIP, WHICH MERGES:

"SLC ACQUISITION CORP.", A DELAWARE CORPORATION, WITH AND INTO "THE EARTHGRAINS COMPANY" UNDER THE NAME OF "SARA LEE BAKERY GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF AUGUST, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FOURTEENTH DAY OF AUGUST, A.D. 2001, AT 11:59 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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010396915

AUTHENTICATION: 1293934

DATE: 08-14-01
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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/14/2001
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CERTIFICATE OF OWNERSHIP AND MERGER

**OF
SLC ACQUISITION CORP.
WITH AND INTO
THE EARTHGRAINS COMPANY**

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

SLC Acquisition Corp. ("Purchaser"), pursuant to Section 253 of the
General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as
follows:

FIRST: That the name and state of incorporation of each of the
constituent corporations to the merger are as follows:

Name	State of Incorporation
SLC Acquisition Corp.	Delaware
The Earthgrains Company	Delaware

(The Earthgrains Company is referred to herein as "Subsidiary".)

SECOND: That Purchaser owns at least 90% of the outstanding
shares of the common stock of Subsidiary, par value \$.01 per share, which is the only
outstanding class of capital stock of Subsidiary.

THIRD: That the Board of Directors of Purchaser, by unanimous
written consent dated August 13, 2001 pursuant to Section 141(f) of the DGCL, duly
adopted resolutions authorizing the merger of Purchaser with and into Subsidiary, which
shall be the surviving corporation (the "Surviving Corporation"), pursuant to Section
253 of the DGCL (the "Merger"). A true copy of such resolutions is annexed hereto as
Exhibit A. Such resolutions have not been modified or rescinded and are in full force
and effect on the date hereof.

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FOURTH: That the sole stockholder of Purchaser, in accordance with Section 228 of the DGCL, has approved the Merger pursuant to Section 253 of the DGCL.

FIFTH: That the name of Surviving Corporation shall be changed pursuant to the Merger to "Sara Lee Bakery Group, Inc."

SIXTH: That the Restated Certificate of Incorporation of the Surviving Corporation shall be amended in its entirety to read as set forth on Annex A hereto.

SEVENTH: That this Certificate of Ownership and Merger shall be effective at 11:59 a.m. (EDT), August 14, 2001.

EIGHTH: That the stockholder of the Purchaser, in accordance with Section 228 of the DGCL, has approved the Merger pursuant to Section 253 of the DGCL.

NINTH: That the name of Surviving Corporation shall be changed pursuant to the Merger to "Sara Lee Bakery Group, Inc."

TENTH: That the Restated Certificate of Incorporation of the Surviving Corporation shall be amended in its entirety to read as set forth on Annex A hereto.

ELEVENTH: That this Certificate of Ownership and Merger shall be effective at 11:59 a.m. (EDT), August 14, 2001.

From-SARA LEE LAW

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IN WITNESS WHEREOF, Purchaser has caused this Certificate of
Ownership and Merger to be executed in its corporate name as of this 13th day of
August, 2001.

SIC ACQUISITION CORP.

By: /s/ R. Henry Kleeman
Name: R. Henry Kleeman
Title: Vice President

EXHIBIT A

RESOLVED, that SLC Acquisition Corp., a Delaware corporation ("Purchaser") merge itself (the "Merger") with and into The Earthgrains Company, a Delaware corporation ("Subsidiary"), which shall be the surviving corporation (the "Surviving Corporation"), pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"); and

FURTHER RESOLVED, that by virtue of the Merger, each issued and outstanding share of Common Stock, par value \$0.01 per share, of Subsidiary, together with the associated rights to purchase preferred stock ("Shares"), that is owned by Sara Lee Corporation, a Maryland corporation and the sole stockholder of Purchaser ("Parent"), and any wholly-owned subsidiary of Parent (including Purchaser) and all Shares held in treasury by Subsidiary (collectively, "Cancelled Shares") shall be cancelled and retired and shall cease to exist and no consideration shall be delivered in exchange therefor; and

FURTHER RESOLVED, that by virtue of the Merger, each issued and outstanding Share (other than Cancelled Shares and Shares which are held by stockholders exercising appraisal rights pursuant to Section 262 of the DGCL) shall be converted into the right to receive \$40.25 in cash, without interest, upon surrender of the certificate formerly representing such Share in accordance with the Agreement and Plan of Merger, dated as of June 29, 2001, by and among Parent, Purchaser and Subsidiary; and

FURTHER RESOLVED, that by virtue of the Merger, each issued and outstanding share of Purchaser shall be converted into and become one fully paid and nonassessable share of common stock of the Surviving Corporation; and

FURTHER RESOLVED, that the Restated Certificate of Incorporation of the Surviving Corporation shall be amended in its entirety to read as set forth on Annex A hereto; and

FURTHER RESOLVED, that the By-Laws of Purchaser shall be the By-Laws of the Surviving Corporation; and

Exhibit A-I

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FURTHER RESOLVED, that the directors of Purchaser immediately prior to the Merger shall be the directors of the Surviving Corporation, and the officers of Subsidiary immediately prior to the Merger shall be the officers of the Surviving Corporation, in each case until their respective successors shall have been duly elected, designated or qualified, or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and Bylaws; and

FURTHER RESOLVED, that the President or any Vice President of Purchaser, acting individually, and the Secretary of Purchaser be, and each of them hereby is, authorized and directed to execute and acknowledge in the name of and on behalf of Purchaser a Certificate of Ownership and Merger setting forth, among other things, a copy of these resolutions and the date of their adoption; and that such officers are hereby authorized and directed to cause such executed Certificate of Ownership and Merger to be filed in the Office of the Secretary of State of the State of Delaware and to cause a certified copy of such Certificate to be recorded in the Office of the Recorder of Deeds of New Castle County, all in accordance with Sections 103 and 253 of the DGCL; and

FURTHER RESOLVED, that the Merger shall become effective and the corporate existence of Purchaser shall cease at 11:59 a.m. (EDT), August 14, 2001; and

FURTHER RESOLVED, that the appropriate officers of Purchaser be, and each of them hereby is, authorized and directed to take or cause to be taken all such further actions and to execute and deliver or cause to be delivered all such further instruments and documents in the name and on behalf of Purchaser, and to incur all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions; and

FURTHER RESOLVED, that all actions previously taken by the officers and directors of Purchaser in connection with the transactions contemplated by these resolutions are hereby adopted, ratified, confirmed and approved in all respects.

Exhibit A-2

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ANNEX A

RESTATED CERTIFICATE OF INCORPORATION

OF

SARA LEE BAKERY GROUP, INC.

FIRST: The name of the Corporation is Sara Lee Bakery Group, Inc. (hereinafter the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, each having a par value of one penny (\$.01).

FIFTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

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(4) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the GCL or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article FIFTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Restated Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SIXTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

SEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

Annex A-2

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