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Form PTO-1594 **FINANCE SECTION**
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

J.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office



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To the Honorable Commissioner of Patents and Trademarks, U.S. Department of Commerce
original documents or copy thereof.

1. Name of conveying party(ies):
 Sanders Sales, Inc. 3-15-02

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

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

2. Name of address of receiving party(ies)
 Name: Country Home Bakery, Incorporated
 Internal
 Address: _____

Street Address: 3 Enterprise Drive
 City: Shelton State: CT Zip: 06484

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

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

Execution Date: December 20, 1999

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s) 1012622

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Amy Span Wergeles
 Internal Address: _____

 Street Address: Robinson & Cole LLP
280 Trumbull Street
 City: Hartford State: CT Zip: 06103

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:
18-1685
 (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.

Amy Span Wergeles 3/14/02
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

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

04/05/2002 TBIAZ1 00000091 1012622

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REEL: 002477 FRAME: 0093

AGREEMENT OF MERGER

COUNTRY HOME BAKERY, INCORPORATED, (hereinafter "CHB"), a Connecticut corporation having its principal place of business in Shelton, Connecticut, and SANDERS SALES, INC. (hereinafter "SS"), a Delaware corporation, deeming it to be in the best interest of both parties and their respective shareholders to merge their respective properties, assets, and liabilities into one corporation, agree to plan a merger as follows:

1. Merger

On the effective date of the merger, hereinafter designed, CHB and SS shall merge.

CHB shall be the surviving corporation and shall continue to exist as a domestic corporation under the laws of the State of Connecticut.

2. Certificate of Incorporation

The Certificate of Incorporation of CHB as heretofore amended as and in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.

3. Transfer of Shares

All of the outstanding stock of SS shall be cancelled.

4. Terms and Conditions of Transfer

a. The By-laws of CHB as they shall exist on the effective date of this agreement shall be and remain the By-laws of CHB until the same shall be altered, amended and repealed as therein provided.

b. The Directors and Officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors have been elected and qualified.

c. The name of the surviving corporation shall be Country Home Bakery, Incorporated.

d. The effective date of the merger shall be as of December 26, 1999.

e. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and revolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry

out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.


5. Director Approval

Anything herein or elsewhere to the contrary notwithstanding this agreement may be terminated and abandoned by the Board of Directors or any constituent corporation at any time prior to the date of filing the merger with the Secretary of State.

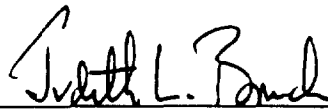
IN WITNESS WHEREOF, the parties to this agreement pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors have caused this Agreement to be executed by the President and attested by the Assistant Secretary of each party hereto.

ATTEST:

COUNTRY HOME BAKERY, INCORPORATED



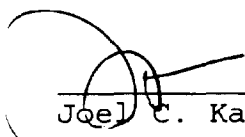
Joel C. Karp, Assistant
Secretary

By 

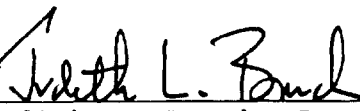
Judith L. Borck, President

ATTEST:

SANDERS SALES, INC.



Joel C. Karp, Assistant
Secretary

By 

Judith L. Borck, President

chb\merger-2000\agr-SS

ARTICLES OF MERGER

The undersigned corporation does hereby certify:

1. Sanders Sales, Inc., a Delaware Corporation ("SS"), 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
Judith L. Borck, President

chb\merger-2000\art-ss