

12-13-2002

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

102310265

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
8400 Maryland Avenue
St. Louis, MO 63105
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

12.9.02

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: MO 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: 08-14-2001

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

B. Trademark Registration No.(s)
75213334
See attached Exhibit B

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Nicholas J. Valenziano, Jr.
Internal Address: _____
Street Address: 1000 East Hanes Mill Road
City: Winston-Salem State: NC Zip: 27105

6. Total number of applications and registrations involved: 60
7. Total fee (37 CFR 3.41): \$ 1515.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
19-0142
(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.
Missy Smith Frye
Name of Person Signing
Missy Smith Frye
Signature
12-03-2002
Date

Total number of pages including cover sheet, attachments, and document: 10

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

12/12/2002 GTDM11 00000267 190142 75213338

01 FC:8521 40.00 CH
02 FC:8522 1475.00 CH

TRADEMARK
REEL: 002625 FRAME: 0631

EXHIBIT A

Trademark Name:

Application No.

MORNING GOODNESS
MORNING GOODS
MORNING GOODS

75/213338
75/213336
75/213340

EXHIBIT B

<u>Trademark Name</u>	<u>Registration No.</u>
BREAD AT ITS BEST	1471806
BREAK CAKE	1462128
BUTTER-ME-NOTS	1102845
COUNTRY MEAL	1050869
COUNTRY PRIDE	2244172
DANEHART	1063466
EARLY AMERICAN HEARTH	1825320
EARTH GRAINS	1028835
EARTH GRAINS	1110637
EARTH GRAINS and design	1057848
EARTH GRAINS SIGNATURE LINE	2342240
EARTHGRAINS and design	2148159
EARTHGRAINS and design	2211272
EARTHGRAINS and design	2145168
EARTHGRAINS SIGNATURE LINE and design	2337200
FAIR-MAID stylized	346104
FAMILY RECIPE	1386202
FAMILY RECIPE	1439356
FARM DESIGN	2143146
HARVEST TOP	2134919
HONEY GRAIN	1020022
HONEY-KRUST	1089371
HOT'N FRESH	1163950
INTERNATIONAL HEARTH	1439377
IRON-BABY stylized	1356881
IRONKIDS	2525563
IRONKIDS	1370616
IRONKIDS stylized	1370617
KILPATRICK'S	2309565
KITCHEN PRIDE	1040786
LITTLE PEOPLE'S	950455
MERICO	1025831
MERICO CLASSIC	1493368
MISS GIGGLES	2091969
OLD FAMILY RECIPE stylized	2170142
PATTYCAKE	1367953
PROUDTALK	1479565
QUICK'N EASY	1047782
RAINBO and oval design	1022785
RAINBO and ribbon design	1391006
RAINBO IS GOOD BREAD and design	1066335
RECAPTURE THE TASTE OF TIME	1470851
REDDING FRENCH BAKERY BREAD DELI PASTRY and design	2479675
RICH TRADITIONS	1468534
SAN LUIS SOURDOUGH	2205094
SAN LUIS SOURDOUGH stylized	2220057
SAN LUIS STYLE	2154386
SAN LUIS STYLE SOURDOUGH	2149911

EXHIBIT B - continued

<u>Trademark Name</u>	<u>Registration No.</u>
SIGNATURE LINE	2312637
SUNNY BUNS	2402745
TEXAS STYLE	1024407
THE BREAD PARENTS AND KIDS CAN AGREE ON	2103181
THE CRUST YOU CAN TRUST	2103452
THE OVENMASTER	1023885
THE WHITE BREAD YOU CAN FEEL GOOD ABOUT EATING	2127435
IRONKIDS	1718294
TEXAS STYLE	1219340

State of Delaware
Office of the Secretary of 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 OWNERSHIP, WHICH MERGES:

"SIC 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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0942744 8100M

AUTHENTICATION: 1418942

010545480

DATE: 10-30-01

TRADEMARK
REEL: 002625 FRAME: 0635

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:

<u>Name</u>	<u>State of Incorporation</u>
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.

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.

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.

SLC ACQUISITION CORP.

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