

FORM PTO-1594 (Modified)
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
Copyright 1994-97 LegalStar
TM05/REV03

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Docket No.:

004-T-23

Tab settings

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

BF USB Inc.

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

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other **corrective assignment to delete S.N. 76392879**
- Merger
- Change of Name

from assignm. R/F 2739/0464 of 5/27/03
Execution Date:

2. Name and address of receiving party(ies):

Name: **Archway Cookies, LLC**

Internal Address:

Street Address: **67 W. Michigan Avenue, suite 200**

City: **Battle Creek** State: **MI** ZIP: **49017**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other **Limited Liability Company - Dalaware**

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1910876

Additional numbers Yes No

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

Name: **Howard C. Miskin**

Internal Address: **Stoll, Miskin & Badie**

Street Address: **350 Fifth Avenue, Suite 4710**

City: **New York** State: **NY** ZIP: **10118**

6. Total number of applications and registrations involved:.....

1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

13-3731

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.

Gloria Tsui-Yip

Name of Person Signing

Gloria Tsui-Yip
Signature

February 23, 2004

Date

Total number of pages including cover sheet, attachments, and

10

Mail documents to be recorded with required cover sheet information to:

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FORM PTO-1594 (Modified)
(Rev. 8-93)
OMB No. 0651-0011 (exp. 4/94)
Copyright 1994-97 LegalStar
TM05/REV03

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Docket No.:

Tab settings

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
BF USB Inc.

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

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: **Archway Cookies, LLC**

Internal Address: _____

Street Address: **67 W. Michigan Avenue, Suite 200**

City: **Battle Creek** State: **MI** ZIP: **49017**

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **January 24, 2003**

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

A. Trademark Application No.(s)
74/666,142
76/392,879

Additional numbers Yes No

B. Trademark Registration No.(s)
1,910,876

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

Name: **Howard C. Miskin**

Internal Address: **Stoll, Miskin & Badie**

Street Address: **350 Fifth Avenue**
Suite 4710

City: **New York** State: **NY** ZIP: **10118**

6. Total number of applications and registrations involved:..... **49**

7. Total fee (37 CFR 3.41):.....\$ **\$1,240.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
13-3731

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.

Gloria Tsui-Yip *Gloria Tsui-Yip* **May 22, 2003**
Name of Person Signing Signature Date

Schedule of Marks assigned from BF USB Inc. to Archway Cookies, LLC

Trademark	Applicant	Serial No./Reg. #	Wares	Status
AMERICA'S FINEST COOKIES	BF USB Inc.	1910876	Cookies	Registered: 08/08/1995 S. 8 filed: 08/08/2001 Renewal due: 08/08/2005
BANANARAMAS	BF USB INC.	74/422,290 1,866,524	Snack foods, namely, cookies	Registered: 12/06/94 Renewal due: 12/6/2004
BRANDS YOU TRUST...COOKIES YOU LOVE!	BF USB Inc.	74/593,095 1,929,849	Cookies, snack crackers and frozen confections	Registered: 10/24/1995 Section 8&15: 10/24/2001 Renewal due: 10/24/2005
BURRY'S CHEEZ*TRAWS & Design	BF USB Inc.	72/172,519 809,349	Crackers	Registered: 05/31/66 Renewal due: 5/31/2006
CHIPS GALORE	BF USB Inc.	75/419642	Cookies	Pending Published: Feb. 1, 2000
CHOCOLATE TWISTERS	BF USB Inc.	75/419641	Cookies	Pending
COOKIE LEGENDS	BF USB Inc.	74/426,000 1,867,742	Snack foods namely, cookies	Registered: 12/13/94 Renewal due: 12/13/2004
CRISPYSTIX	BF USB Inc.	75/223,024 2,211,961	Cookies	Registered: 12/15/98 Section 8: 12/15/2004 Renewal due: 12/15/2008
DELICIOUS	BF USB Inc.	73/755,292 1,582,820	Snack foods namely, cookies, crackers, cones for use with ice cream, breadsticks and pretzels	Registered: 2/13/90 Renewal due: 2/13/2010
DELICIOUS Logo	BF USB Inc.	73/540,848 1,400,783	Cookies	Registered: 7/8/1986 Renewal due: 7/8/2006
DELICIOUS PLUS	BF USB Inc.	74/666,142	Cookies	Filed: 4/24/95
DEVILMINT (Stylized)	BF USB Inc.	71/511,762 434,589	Cookies	Registered: 11/25/1947 Renewal due: 11/25/2007
DOUBLE CREMES	BF USB Inc.	75/284,486 2,283,711	Cookies, rice- based snack foods, cereal-based snack foods, marshmallow topping, chocolate topping and topping syrup, frozen confectionery, bakery goods, crackers	Registered: 10/5/1999 Section 8&15: 10/5/2005
DREAM CREAMS	BF USB Inc.	74/357,436 1,868,948	Snack crackers and cookies	Registered: 12/20/1994 Renewal due: 12/20/2004
FIDDLE FLAKES	BF USB Inc.	72/218,026 810,843	Cookies	Registered: 7/5/1966 Renewal due: 7/5/2006

FRACKERS	BF USB Inc.	74/012,955 1,612,252	Cookies and snack crackers	Registered: 9/4/1990 Renewal due: 9/4/2010
FROOKIE	BF USB Inc.	774,125 1,555,978	Cookies and snack crackers	Registered: 9/12/1989 Renewal due: 9/12/2009
FROOKWICH	BF USB Inc.	74/166,123 1,754,579	Cookies and snack crackers	Registered: 2/23/1993 8&9 due: 02/23/2013
FRUITINS	BF USB Inc.	73/836,615 1,618,960	Cookies and snack crackers	Registered: 10/23/90 Renewal due: 10/23/2010
FUDGE TOWN	BF USB Inc.	72/224,646 808,624	Cookies	Registered: 5/17/1966 Renewal due: 5/17/2006
FUNKY MONKEYS	BF USB Inc.	74/079,879 1,742,432	Cookies, crackers	Registered: 12/22/1992 Renewal due: 12/22/2012
LEMON PUNCH	BF USB Inc.	72/253,338 836,408	Cookies	Registered: 10/03/67 Renewal due: 10/3/2007
LICKITY SPLITS	BF USB Inc.	72/282,031 845,572	Cookies	Registered: 3/4/1969 Renewal due: 3/5/2008
MAMA'S	BF USB Inc.	75/114,118 2,106,597	Cookies, wafers and biscuits	Registered: 10/21/1997 Renewal due: 10/21/2007
MAMA'S (Stylized)	BF USB Inc.	71/486,795 439,154	Cookies	Registered: 6/8/1948 Renewal due: 6/8/2008
MAMA'S CHARACTER Design	BF USB Inc.	75/247,999 2,132,678	Cookies, wafers and biscuits	Registered: 01/27/98 Section 8&15: 1/27/2004 Renewal due: 01/27/2008
MOTHER'S	BF USB Inc.	76/392,879	Cookies	Filed: 4/9/2002
MRS. ALISON'S	BF USB Inc.	1,965,373	Biscuits, wafers and cookies	Registered: 04/02/1996 Renewal due: 04/02/2006
MRS. ALISON'S DESIGN	BF USB Inc.	0539232	Cookies	Registered: March 13, 1951 Renewal due: March 13, 2011
MRS. ALISON'S COOKIES & DESIGN	BF USB Inc.	1,755,604	Cookies	Registered: 03/02/1993 Renewal due: March 2, 2012
MRS. ALISON'S'S Great Taste Since 1933	BF USB Inc.	76/477990	Cookies and crackers	Filed: Dec. 23, 2002
ONE POUNDER	BF USB Inc.	75/687,738 2,322,621	Cookies	Registered: 2/22/2000 Section 8: 2/22/2006
ORANGE PUNCH	BF USB Inc.	72/253,336 836,407	Cookies	Registered: 10/03/67 Renewal due: 10.3.2007
PINK PUNCH	BF USB Inc.	72/253,337 841,713	Cookies	Registered: 1/2/1968 Renewal due: 1/2/2008
REGENCY	BF USB Inc.	74/061,733 1,640,703	Snack food namely crackers	Registered: 4/9/ 1991 Renewal due: 4/9/2011
ROYAL	BF USB Inc.	71/684,069 652,140	Cookies having a simulated chocolate coating	Registered: 9/24/1957 Renewal due: 9/24/2007
R.W. FROOKIE	BF USB Inc.	779,647 1,561,226	Cookies	Registered: 10/17/1989

SALERNO	BF USB Inc.	75/111,370 2,071,628	Crackers, cookies, wafers and biscuits	Registered: 6/17/1997 Section 8&15: 6/17/2003 Renewal due: 6/17/2007
SALERNO & Banner Design	BF USB Inc.	75/243,716 2,187,261	Crackers, cookies, wafers and biscuits	Registered: 9/8/1998 Section 8&15: 9/8/2004 Renewal due: 9/8/2008
SALERNO (Stylized)	BF USB Inc.	71/661,229 607,363	Crackers, cookies, wafers and biscuits	Registered: 6/14/1955 Renewal due: 6/14/2005
SALERNO A Chicago Favorite Since 1933 Design	BF USB Inc.	76/477989	Cookies and crackers	Filed: Dec. 23, 2002
SANTA'S FAVORITES	BF USB Inc.	75/499,377 2,263,790	Rice and cereal based snack foods and cookies	Registered: 7/20/1999 Section 8&15: 7/20/2005 Renewal due: 7/20/2009
SCHOOLHOUSE COOKIES & DESIGN	BF USB Inc.	1,802,878	Cookies	Registered: 11/02/1993 Renewal due: 11/02/2003
SCOOTER PIE	BF USB Inc.	72/203,529 834,843	Cookies	Registered: 9/5/1967 Renewal due: 9/5/2007
SCOOTER PUFFS	BF USB Inc.	72/296,238 858,047	Cookies	Registered: 10/1/1968 Renewal due: 10/1/2008
SKY CRISPS	BF USB Inc.	2374285	Cookies and gram-based snack foods	Registered: 08/08/2000 Renewal due: 08/08/2010 Sec. 8&15 due: 08/08/2006
THE GOOD FOR YOU COOKIE	BF USB Inc.	762,213 1,546,643	Cookies, snack crackers	Registered: 7/4/1989 Renewal due: 7/4/2009
TWO POUNDER	BF USB Inc.	8,085,100	Cookies, wafers and biscuits	Registered: 07/29/97 Section 8&15 due: 7/29/2003 Renewal due: 07/29/2007

Notarial Certificate of True Copy

CANADA)	TO ALL TO WHOM THESE PRESENTS
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PROVINCE OF ONTARIO)	MAY COME, BE SEEN OR KNOWN
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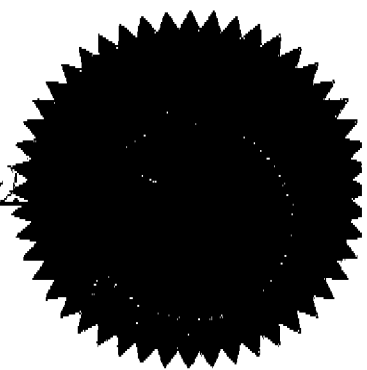
I, Peter L. Ferraro

a Notary Public, in and for the Province of Ontario, by Royal Authority duly appointed, residing at the City of Guelph, in the County of Wellington, in said Province.

DO CERTIFY AND ATTEST that the paper-writing hereto annexed is a true copy of a document produced and shown to me and purporting to be the Certificate of Merger of The Shur-Good Biscuit Co., Inc. and BF USB Inc. into Archway Cookies, LLC., dated the 24th day of January, 2003, the said copy having been compared by me with the said original document, an act whereof being requested I have granted under my Notarial Form and Seal of Office to serve and avail as occasion shall or may require.

IN TESTIMONY WHEREOF I have hereto subscribed my name and affixed my Notarial Seal of Office at Etobicoke this 25th day of April, 2003.

Peter L. Ferraro
 A Notary Public in and for
 the Province of Ontario



Delaware

PAGE 1

The First State

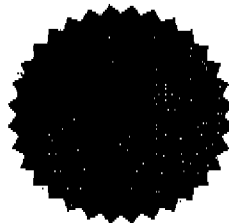
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BF USB INC.", A DELAWARE CORPORATION,

"THE SHUR-GOOD BISCUIT, INC.", A OHIO CORPORATION,

WITH AND INTO "ARCHWAY COOKIES, LLC" UNDER THE NAME OF "ARCHWAY COOKIES, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2003, AT 1 O'CLOCK P.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

2956226 8100M

AUTHENTICATION: 2223632

030050237

DATE TRADEMARK

REEL: 002799 FRAME: 0943

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 01/24/2003
030050237 - 2956226

**STATE OF DELAWARE
CERTIFICATE OF MERGER OR CONSOLIDATION**

of
The Shur-Good Biscuit Co., Inc., an Ohio corporation,
and
BF USB Inc., a Delaware Corporation,
merging into
Archway Cookies, LLC, a Delaware Limited Liability Company.

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned limited liability company executes the following Certificate of Merger:

FIRST: The name of the surviving limited liability company is Archway Cookies, LLC, a Delaware limited liability company, and the name of the business entities being merged into this surviving limited liability company are The Shur-Good Biscuit Co., Inc., an Ohio corporation, and BF USB Inc., a Delaware Corporation.

SECOND: An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporations.

THIRD: The name of the surviving limited liability company is Archway Cookies, LLC.

FOURTH: The merger is to become effective on January 26, 2003.

FIFTH: The Agreement of Merger is on file at the following place of business of the surviving limited liability company: 67 W. Michigan Ave., Suite 200, Battle Creek, Michigan 49017.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the surviving limited liability company or shareholder of the merging corporations.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person on January 24, 2003.

ARCHWAY COOKIES, LLC

By: Mother's Cakes & Cookies Co.
Its Sole Member and Manager

By: 
Name: Alan G. Leitch
Title: Treasurer

By: 
Name: Phil Roberts
Title: Assistant Secretary

TRADEMARK