

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Otis Spunkmeyer, Inc.		01/30/2002	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
Name:	Otis Spunkmeyer, Inc.
Street Address:	14490 Catalina Street
City:	San Leandro
State/Country:	CALIFORNIA
Postal Code:	94577
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 11		
Property Type	Number	Word Mark
Registration Number:	2350649	BAKING A DIFFERENCE
Registration Number:	2419375	GOT COOKIES?
Serial Number:	76069904	LAYER BAG
Serial Number:	76174879	OTIS
Registration Number:	2304751	OTIS EXPRESS
Registration Number:	1353152	OTIS SPUNKMEYER
Registration Number:	1758569	OTIS SPUNKMEYER
Registration Number:	2444707	PINNACLE
Serial Number:	76224967	SPUNKMEYER
Registration Number:	2350648	SWEET DISCOVERY
Registration Number:	2324886	TRAVEL LITE

CORRESPONDENCE DATA	
Fax Number:	(312)660-0471
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	rprescan@kirkland.com

CH \$290.00 2350649

Correspondent Name: Renee M. Prescan
Address Line 1: 200 E. Randolph Drive
Address Line 2: Kirkland & Ellis LLP
Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:

40925-1 RMP

NAME OF SUBMITTER:

Krista L. Nunemaker

Total Attachments: 10

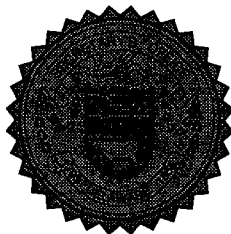
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Delaware

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 OWNERSHIP OF "OTIS SPUNKMEYER, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JANUARY, A.D. 2002, AT 12 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3464584 8100

AUTHENTICATION: 3233219

040517157

DATE: 07-14-04

TRADEMARK
REEL: 002895 FRAME: 0538

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

OTIS SPUNKMEYER, INC.
(a California corporation)

INTO

OTIS SPUNKMEYER, INC.
(a Delaware corporation)

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

Otis Spunkmeyer, Inc., a California corporation ("Otis California"), does hereby
certify:

FIRST: Otis California is incorporated under the laws of the State of California. Otis Spunkmeyer, Inc., a Delaware corporation ("Otis Delaware"), is incorporated under the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: Otis California owns all of the issued and outstanding shares of Otis Delaware.

THIRD: By Unanimous Written Consent dated as of December 10, 2001, the Board of Directors of Otis California, and by written consent pursuant to Section 603(a) of the California General Corporation Law dated as of December 21, 2001, the holders of at least a majority of the issued and outstanding capital stock of Otis California entitled to vote, approved and adopted resolutions approving the merger of Otis California with and into Otis Delaware pursuant to Section 1110 of the California General Corporation Law and Section 253 of the Delaware General Corporation Law. Such resolutions read as follows:

RESOLVED, that Otis Spunkmeyer, Inc., a California corporation ("Otis California"), as owner of all of the issued and outstanding shares of stock of Otis Spunkmeyer, Inc., a Delaware corporation ("Otis Delaware"), be merged (the "Merger") with and into Otis Delaware with Otis Delaware being the surviving corporation (the "Surviving Corporation") pursuant to the provisions of Section 253 of the Delaware General Corporation Law (the "DGCL"), Section 1110 of the California General

Corporation Law, and Section 368(a)(1)(F) of the Internal Revenue Code of 1968, as amended:

RESOLVED, that the Merger be, and it hereby is, approved and authorized;

RESOLVED, that the terms and conditions of the Merger are as follows:

(i) The Merger shall become effective upon the effectiveness of the filing of the Certificate of Ownership and Merger with the Delaware Secretary of State in accordance with the DGCL (the "Effective Time") and the separate existence and corporate organization of Otis California shall cease and Otis Delaware shall thereupon become the Surviving Corporation, which shall continue its existence under the DGCL;

(ii) At the Effective Time, Otis Delaware shall assume all of the debts, obligations and liabilities of Otis California;

(iii) At the Effective Time: (a) each share of Class A Common Stock of Otis California (the "California Corporation Class A Common Stock") issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holders thereof, be converted into one fully paid and nonassessable share of Class A Common Stock, par value \$.01 per share of the Surviving Corporation (the "Surviving Corporation Class A Common Stock"), (b) each share of Class B Common Stock of Otis California (the "California Corporation Class B Common Stock" and, together with the California Corporation Class A Common Stock, the "California Corporation Common Stock") issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holders thereof, be converted into one fully paid and nonassessable share of Class B Common Stock, par value \$.01 per share of the Surviving Corporation (the "Surviving Corporation Class B Common Stock" and, together with the Surviving Corporation Class A Common Stock, the "Surviving Corporation Common Stock"). (c) each share of Common Stock, par value \$.01 per share, of Otis Delaware, issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and cease to exist without any conversion thereof, and (d) each share of California Corporation Class A Common Stock and California Corporation Class B Common Stock which shall be held in the treasury of Otis California at the Effective Time, if any, shall, by virtue of the

Merger be cancelled and cease to exist without any conversion thereof;

(iv) Upon the surrender of any certificate representing shares of California Corporation Common Stock (or, in the event any such certificate has been lost, stolen or destroyed, upon delivery of a duly executed affidavit of loss and indemnity with respect to the shares of California Corporation Common Stock, in form and substance reasonably satisfactory to the Surviving Corporation, in lieu of the surrender of such certificate) to the Surviving Corporation, the holder of the certificate surrendered (or affidavit delivered) shall receive in exchange therefor a certificate or certificates representing an identical number and class of shares of Surviving Corporation Common Stock;

(v) At the Effective Time, the Certificate of Incorporation of Otis Delaware in effect immediately prior to the Effective Time shall be amended in its entirety as set forth in Exhibit A attached hereto, and as so amended shall be the Certificate of Incorporation of the Surviving Corporation;

(vi) At the Effective Time, the By-laws of Otis Delaware, as in effect immediately prior to the Effective Time, shall be and remain the By-laws of the Surviving Corporation until altered, amended or repealed as provided in the DGCL or in the Certificate of Incorporation or By-laws of the Surviving Corporation;

(vii) At the Effective Time, the directors of Otis California in office immediately prior to the Effective Time shall be the directors of the Surviving Corporation and shall serve as such from the Effective Time until their respective successors are elected or appointed and qualified in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation, or as otherwise provided in the By-laws of the Surviving Corporation;

(viii) At the Effective Time, the officers of Otis California in office immediately prior to the Effective Time shall be the officers of the Surviving Corporation and shall hold office from the Effective Time until their respective successors are appointed and qualified in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation, or as otherwise provided in the By-laws of the Surviving Corporation;

(ix) At the Effective Time, all corporate acts, plans, policies, approvals and authorizations of Otis California, its shareholders, Board of Directors, committees elected or appointed by the Board of Directors and officers and agents, which were valid and effective immediately prior to the Effective Time shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as they were on Otis California;

(x) At the Effective Time, each outstanding right to purchase or otherwise acquire shares of California Corporation Common Stock shall be converted into and become a right to purchase or otherwise acquire, on the same terms and conditions and at the same exercise price per share the same number and class of shares of Surviving Corporation Common Stock;

(xi) A number of shares of each class of Surviving Corporation Common Stock shall be reserved for issuance upon the exercise of options, warrants or other stock purchase rights equal to the number of shares of each such class of California Corporation Common Stock respectively so reserved immediately prior to the Effective Time;

RESOLVED, that the proper officers of Otis California be, and each of them hereby is, authorized and directed to execute and to file with the proper governmental officials, for and on behalf of Otis California and under its corporate seal or otherwise, a Certificate of Ownership and Merger with respect to the Merger in accordance with Section 253 of the DGCL and in accordance with Section 1110 of the California General Corporation Law;

RESOLVED, that the proper officers of Otis California and its counsel be, and each of them hereby is, authorized and directed to take all such further action, to execute and deliver all such further agreements, instruments and documents on behalf of Otis California and to pay all such expenses and taxes, as in their judgment shall be necessary or advisable in order to carry out the intent and to accomplish the purpose of the resolutions adopted hereby.

FOURTH: Pursuant to the resolutions set forth in Article Third hereof, the Certificate of Incorporation of Otis Delaware shall be amended at the Effective Time in its entirety as set forth in Exhibit A hereto.

FIFTH: The authorized capital stock of Otis California consists of five million (5,000,000) shares of Class A Common Stock, no par value per share and one hundred thousand (100,000) shares of Class B Common Stock, no par value per share.

SIXTH: The Merger as contemplated herein has been adopted, approved, certified, executed and acknowledged by Otis California in accordance with the laws of the State of California.

IN WITNESS WHEREOF, Otis Spunkmeyer, a California corporation, has caused this certificate to be signed by its duly authorized officer, this 24th day of January, 2002.

OTIS SPUNKMEYER, INC.,
a California corporation

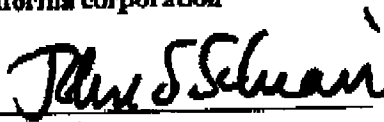
By: 
John Schiavo
President

EXHIBIT A**CERTIFICATE OF INCORPORATION**

OF

OTIS SPUNKMEYER, INC.**ARTICLE I****NAME**

The name of the corporation (herein called the "Corporation") is: Otis Spunkmeyer, Inc.

ARTICLE II**REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation in the State of Delaware is 9 East Loockerman Street, City of Dover, County of Kent, 19901. The name of the registered agent of the Corporation at such address is National Registered Agents, Inc.

ARTICLE III**PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

ARTICLE IV**CAPITAL STOCK**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is five million one hundred thousand (5,100,000), which shares shall consist of five million (5,000,000) shares Class A Common Stock, par value \$.01 per share (the

"Class A Common Stock"), and one hundred thousand (100,000) shares of Class B Common Stock, par value \$.01 per share (the "Class B Common Stock").

Each holder of shares of Class A Common Stock shall be entitled to one (1) vote for each share of Class A Common Stock held with respect to all matters submitted to a vote of the stockholders of the Corporation. Holders of Class B Common Stock shall not be entitled to vote on any matter except as required by law.

ARTICLE V

DIRECTORS

The number of directors of the Corporation shall be such as from time to time shall be fixed in the manner provided in the By-laws of the Corporation. The election of directors of the Corporation need not be by ballot unless the By-laws so require.

A director of the Corporation shall not be personally liable to the Corporation or 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) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after the date of incorporation of the Corporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph 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.

ARTICLE VI

MANAGEMENT OF THE CORPORATION

The business and affairs of the Corporation shall be managed by or under the direction of the board of directors, and the directors need not be elected by ballot unless required by the By-laws of the Corporation.

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered to make, alter, amend or repeal the By-laws in any manner not inconsistent with the laws of the State of Delaware or this Certificate of Incorporation.

ARTICLE VII**CREDITORS MEETINGS**

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of the Delaware General Corporation Law, or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of the Delaware General Corporation Law order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree on any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of the Corporation, as the case may be, and also on the Corporation.

ARTICLE VIII**AMENDMENT OF CERTIFICATE OF INCORPORATION**

The Corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner from time to time prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

ARTICLE IX**INCORPORATOR**

The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Lisa L. Koff	c/o O'Sullivan LLP 30 Rockefeller Plaza New York, New York 10112