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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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

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

1. Name of conveying party(ies): Waldensian Bakeries, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: January 16, 1998

2. Name and address of receiving party(ies)

Name: Kern's Bakeries, Inc. Internal Address:

Street Address: 2110 Chapman Highway City: Knoxville State: TN Zip: 37920

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Tennessee 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) 1401462

Additional number(s) attached Yes No

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

Name: Nicholas J. Valenziano, Jr.

Internal Address: Sara Lee Corporation

Law Department

Street Address: 1000 East Hanes Mill Road

City: Winston-Salem State: NC Zip: 27105

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40

- Enclosed Authorized to be charged to deposit account

8. Deposit account number: 19-0142

DO NOT USE THIS SPACE

9. Signature.

Missy Smith Frye Name of Person Signing

Missy Smith Frye Signature

February 26, 2004 Date

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

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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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Annex A

**Resolution of the Board of Directors of Kern's Bakeries,
Inc. Authorizing the Merger of
Kern's Bakeries, Inc. and Waldensian Bakeries, Inc.**

WHEREAS, all of the issued and outstanding stock of Waldensian Bakeries, Inc., a corporation organized under the laws of the State of Georgia, is owned by Kern's Bakeries, Inc., a corporation organized under the laws of the State of Tennessee;

WHEREAS, the Board of Directors of Kern's Bakeries, Inc. (the "Board") has deemed it advisable that Waldensian Bakeries, Inc. be merged with and into Kern's Bakeries, Inc. pursuant to Section 48-21-109 of the Tennessee Business Corporation Act and Section 14-2-1107 of the Georgia Business Corporation Code;

WHEREAS, the Board has unanimously approved the Plan of Merger attached hereto as Exhibit 1;

RESOLVED, that effective at 5:00 p.m. on January 16, 1998 Waldensian Bakeries, Inc. be merged with and into Kern's Bakeries, Inc. with Kern's Bakeries, Inc. being the surviving corporation;

RESOLVED FURTHER, that the President of Kern's Bakeries, Inc. is hereby authorized and directed to make and execute in the name of the corporation Articles of Merger and to file such Articles of Merger with the Secretary of State of the State of Tennessee and the Secretary of State of the State of Georgia, and to do all other acts and things that may be necessary to carry out and effectuate the purpose of these resolutions.

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EXHIBIT 1

PLAN OF MERGER

(1) Upon the merger of Waldensian Bakeries, Inc., a Georgia corporation (the "Subsidiary"), with and into Kern's Bakeries, Inc., a Tennessee corporation (the "Parent"), becoming effective:

- (a) the name of the surviving corporation shall be Kern's Bakeries, Inc., and such corporation shall be governed by the laws of the State of Tennessee;
- (b) the Subsidiary shall be merged with and into the Parent (hereinafter sometimes referred to as the "Surviving Corporation"), the separate existence of the Subsidiary shall cease, and the Parent shall possess all the rights, privileges, powers and franchises of the Subsidiary, of a public as well as of a private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Subsidiary;
- (c) all property of the Subsidiary, real, personal and mixed, all debts due to the Subsidiary on whatever account, and all other things in action or belonging to the Subsidiary shall be vested in the Parent;
- (d) the title to any real estate vested by deed or otherwise in the Subsidiary shall not revert or be in any way impaired, but all rights of creditors therein and all liens thereon shall be preserved unimpaired;
- (e) all debts, liabilities and duties of the Subsidiary shall attach to the Parent and may be enforced against the Parent to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Parent;
- (f) any claim existing or action or proceeding pending by or against the Subsidiary may be prosecuted as if the merger had not taken place, or the Parent may be proceeded against or substituted in place of the Subsidiary;
- (g) the Certificate of Incorporation and By-Laws of the Parent as in effect immediately prior

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to the merger becoming effective shall continue in full force and effect as the Certificate of Incorporation and By-Laws of the Surviving Corporation; and

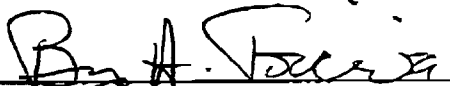
- (h) the officers and directors of the Parent shall be and remain the officers and directors of the Surviving Corporation.

(2) All of the outstanding shares of the Subsidiary, all of which are owned by the Parent, shall be canceled and returned and shall cease to exist, without any conversion thereof into shares of the Parent.

Kern's Bakeries, Inc.
Unanimous Written Consent of the Board of Directors

The undersigned, being all of the members of the board of directors (the "Board of Directors") of Kern's Bakeries, Inc. for the purpose of taking action without a meeting of the Board of Directors pursuant to Section 48-18-202 of the Tennessee Business Corporation Act, hereby adopt the resolutions attached hereto as Annex A and direct that this consent be included in the minutes of the Board of Directors.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent, in counterparts or otherwise, dated as of January 16, 1998.


Name: Bryan A. Torcivia
Title: Director


Name: Joseph M. Noelker
Title: Director


Name: David Groce
Title: Director

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