

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/29/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
J.E. Morgan Knitting Mills, Inc.		12/29/2005	CORPORATION: PENNSYLVANIA

**RECEIVING PARTY DATA**

Name:	Sara Lee Corporation
Street Address:	1000 E. Hanes Mill Road
Internal Address:	IP Law Department
City:	Winston-Salem
State/Country:	NORTH CAROLINA
Postal Code:	27105
Entity Type:	CORPORATION: MARYLAND

**PROPERTY NUMBERS Total: 18**

Property Type	Number	Word Mark
Registration Number:	2028337	HYDRID
Registration Number:	662624	ARCTEX
Registration Number:	1853120	BABY MORGAN
Registration Number:	2465187	BODY WARMERS
Registration Number:	1435675	J.E.MORGAN LONG JOHNS
Registration Number:	2237724	LADY MORGAN
Registration Number:	2237702	M LADY MORGAN
Registration Number:	2175623	MORGAN MILLS
Registration Number:	1751951	THERMA THINS
Registration Number:	1472374	WINTERLITES
Registration Number:	0195873	DUOFOLD
Registration Number:	1151089	D

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Registration Number:	1459286	ULTRA THERM
Registration Number:	0857073	DUOFOLD
Registration Number:	2205588	DUOFOLD D
Registration Number:	2177302	D DUOFOLD
Registration Number:	2289465	INSULAYER
Registration Number:	2510721	VARITHERM

**CORRESPONDENCE DATA**

Fax Number: (336)519-7312  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 336 519-7072  
Email: cpettitt@saralee.com  
Correspondent Name: Bruce O. Bradford  
Address Line 1: 1000 E. Hanes Mill Road  
Address Line 2: IP Law Department  
Address Line 4: Winston-Salem, NORTH CAROLINA 27105

NAME OF SUBMITTER:	David C. Marcincavage
Signature:	/David C. Marcincavage/
Date:	02/06/2006

**Total Attachments: 6**  
source=Merger from J.E. Morgan Knitting Mills, Inc. to SLC#page1.tif  
source=Merger from J.E. Morgan Knitting Mills, Inc. to SLC#page2.tif  
source=Merger from J.E. Morgan Knitting Mills, Inc. to SLC#page3.tif  
source=Merger from J.E. Morgan Knitting Mills, Inc. to SLC#page4.tif  
source=Merger from J.E. Morgan Knitting Mills, Inc. to SLC#page5.tif  
source=Merger from J.E. Morgan Knitting Mills, Inc. to SLC#page6.tif

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU  
206 NORTH OFFICE BUILDING  
P.O. BOX 8722  
HARRISBURG, PA 17105-8722  
WWW.DOS.STATE.PA.US/CORPS

**SARA LEE CORPORATION**

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.DOS.STATE.PA.US/CORPS OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER: 78142

CORPORATION SERVICE COMPANY  
2704 Commerce Dr  
Harrisburg, PA 17110

TRADEMARK  
REEL: 003241 FRAME: 0230

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Articles/Certificate of Merger

(15 Pa.C.S.)

- Domestic Business Corporation (§ 1926)  
 Domestic Nonprofit Corporation (§ 5926)  
 Limited Partnership (§ 8547)

Name	
Address	Corporation Service Company
City	W

Document will be returned to the name and address you enter to the left.

Fee: \$150 plus \$40 additional for each Party in additional to two

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is: SARA LEE CORPORATION				
2. Check and complete one of the following:				
<input type="checkbox"/> The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):				
(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				County
c/o				
<input checked="" type="checkbox"/> The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of <u>MARYLAND</u> and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):				
(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				County
c/o Corporation Service Company				Dauphin
<input type="checkbox"/> The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:				
Number and Street	City	State	Zip	

2005 DEC 27 P.M. 32

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Commonwealth of Pennsylvania  
ARTICLES OF MERGER-BUSINESS 6 Page(s)



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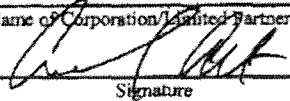


DSCB: 15-1926/3926/8547-3

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this

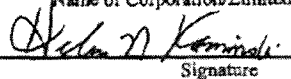
19th day of DECEMBER,  
2005.

J.E. MORGAN KNITTING MILLS, INC.  
Name of Corporation/Limited Partnership

  
Signature

Aaron E. Alt, Vice President and Assistant Secretary  
Title

SARA LEE CORPORATION  
Name of Corporation/Limited Partnership

  
Signature

Helen N. Kaminski, Assistant Secretary  
Title

## PLAN OF MERGER

PLAN OF MERGER approved on December 19, 2005 by J.E. Morgan Knitting Mills, Inc., a business corporation incorporated under the laws of the Commonwealth of Pennsylvania, and by resolution adopted by its Board of Directors on said date, and approved on December 19, 2005 by Sara Lee Corporation, a business corporation incorporated under the laws of the State of Maryland, and by resolution adopted by its Board of Directors on October 24, 2004.

1. J.E. Morgan Knitting Mills, Inc. shall, pursuant to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania and pursuant to the provisions of the Maryland General Corporation Law, be merged into Sara Lee Corporation, which shall be the surviving corporation upon the effective date of the merger in the jurisdiction of its organization and which is sometimes hereinafter referred to as the "parent corporation", and which shall continue to exist as said surviving corporation pursuant to the provisions of the Maryland General Corporation Law. The separate existence of J.E. Morgan Knitting Mills, Inc., which is a wholly-owned subsidiary of Sara Lee Corporation, and which is sometimes hereinafter referred to as the "subsidiary corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

2. The Articles of Incorporation of the parent corporation upon the effective date of the merger in the jurisdiction of its organization shall be the Articles of Incorporation of said parent corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Maryland General Corporation Law.

3. The issued shares of the subsidiary corporation shall not be converted or exchanged in any manner inasmuch as the parent corporation presently owns directly all of the outstanding shares of said subsidiary corporation and will continue to own said shares prior to the adoption of this Plan of Merger and prior to the effective date thereof. Each of the issued shares of the subsidiary corporation shall be surrendered and extinguished upon the effective date of the merger in the Commonwealth of Pennsylvania. The issued shares of the parent corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger in the State of Maryland shall continue to represent one issued share of the parent corporation.

4. In the event that this Plan of Merger shall have been duly approved upon behalf of the parent corporation in accordance with the provisions of the Maryland General Corporation Law and that the merger of the subsidiary corporation into the parent corporation shall have been fully authorized in accordance with the provisions of said Maryland General Corporation Law, and, in the event that this Plan of Merger shall have been fully approved and adopted upon behalf of the subsidiary corporation in the manner prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, the parent corporation and the subsidiary corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of

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Maryland and the laws of the Commonwealth of Pennsylvania, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

5. Any officer of the parent corporation and any officer of the subsidiary corporation are hereby authorized to execute Articles of Merger upon behalf of said corporations, respectively, in conformity with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania; and the Board of Directors and the proper officers of the parent corporation and of the subsidiary corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

6. The effective date of this Plan of Merger and of the merger therein provided for shall, insofar as the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania shall govern the same, be December 29, 2005.