

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Corporate Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Interbake Foods Inc.		01/03/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Interbake Foods LLC
Composed Of:	COMPOSED OF Maplehurst Bakeries, Inc.
Street Address:	2821 Emerywood Parkway
City:	Richmond
State/Country:	VIRGINIA
Postal Code:	23294
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 40

Property Type	Number	Word Mark
Registration Number:	2977550	GOTTA HAVE
Registration Number:	2810229	ABC
Registration Number:	2794415	BURRY
Registration Number:	2908115	INTELLIFILL
Registration Number:	2775197	SMART TECH
Registration Number:	2845982	INTELLIFILL
Registration Number:	2800877	GOTTA HAVE CHOCOLATE
Registration Number:	2547136	INTERBAKE
Registration Number:	2514813	FRIENDSHIP CIRCLES
Registration Number:	2586117	ABC
Registration Number:	2350918	ANIMAL TREASURES
Registration Number:	2265122	FIVE WORLD CINNAMONS
Registration Number:	2308879	PEANUT BUTTER PATTIES

OP \$1015.00 2977550

Registration Number:	2363831	LEMON PASTRY CREMES
Registration Number:	2517824	INTERBAKE
Registration Number:	2317949	CARAMEL DELITES
Registration Number:	2254393	UPSIDE-DOWNS
Registration Number:	2114709	SCOOTER CRUNCH
Registration Number:	1902908	INCREDIBLY GREAT
Registration Number:	1822077	INCREDIBLY GREAT
Registration Number:	1791782	TANGO
Registration Number:	1713985	BURRY'S BEST
Registration Number:	1662628	CHAMPAGNE
Registration Number:	1637036	BRISTOL WAFERS
Registration Number:	1580373	FFV
Registration Number:	1452390	GEORGE INN
Registration Number:	1441377	ROYAL DAINTY
Registration Number:	1550358	TROLLEY CAKES
Registration Number:	1441371	SNOW DROP
Registration Number:	1426741	OVEN FRESH
Registration Number:	1341226	T.C. ROUNDS
Registration Number:	1252383	FAMOUS FOODS OF VIRGINIA
Registration Number:	1070464	SESAME CRISP
Registration Number:	0815958	OVEN FRESH
Registration Number:	0614945	SAILOR BOY
Serial Number:	78623571	YUKON
Serial Number:	76607450	FUDGE GO ROUNDS
Serial Number:	76621485	THANKS-A-LOT
Serial Number:	76614889	CARTWHEELS
Serial Number:	76582885	BAKER'S RECIPE

CORRESPONDENCE DATA

Fax Number: (804)698-2009

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 804-7751169

Email: mbaril@mcguirewoods.com

Correspondent Name: Mary D. Baril

Address Line 1: 901 E. Cary Street

Address Line 4: Richmond, VIRGINIA 23219

NAME OF SUBMITTER:	Mary D. Baril
Signature:	/Mary D. Baril/
Date:	02/09/2006
Total Attachments: 5 source=20060131114606#page1.tif source=20060131114606#page2.tif source=20060131114606#page3.tif source=20060131114606#page4.tif source=20060131114606#page5.tif	

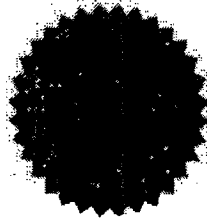
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "INTERBAKE FOODS INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "INTERBAKE FOODS INC." TO "INTERBAKE FOODS LLC", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 2003, AT 1:36 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRD DAY OF JANUARY, A.D. 2004, AT 12:01 O'CLOCK A.M.



Harriet Smith Windsor
 Harriet Smith Windsor, Secretary of State

0668627 8100V

AUTHENTICATION: 2836283

030835844

DATE: 12-24-03

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:36 PM 12/24/2003
FILED 01:36 PM 12/24/2003
SRV 030835844 - 0668627 FILE

CERTIFICATE OF CONVERSION
of
INTERBAKE FOODS INC.
(a Delaware corporation)
to
INTERBAKE FOODS LLC
(a Delaware limited liability company)

Interbake Foods Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: The name of the Corporation immediately prior to the filing of this Certificate of Conversion with the Secretary of State of the State of Delaware is Interbake Foods Inc., and the name under which the Corporation was originally incorporated is American Biscuit Company;

SECOND: The date of filing of the Corporation's original certificate of incorporation with the Secretary of State of the State of Delaware is December 15, 1967, and the Corporation has not changed its jurisdiction since its formation;

THIRD: The name of the limited liability company into which the Corporation shall be converted (the "LLC"), as set forth in the Certificate of Formation of the LLC being filed contemporaneously herewith, is:

Interbake Foods LLC


FOURTH: The conversion described herein has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware and Section 18-214 of the Delaware Limited Liability Company Act; and

FIFTH: The conversion of the Corporation to the LLC shall be effective at and as of 12:01 a.m., Eastern Standard Time, on January 3, 2004.

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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion
on the 22nd day of December, 2003.

INTERBAKE FOODS INC.

By: 
Name: Richard M. Lee, Jr.
Title: Vice President, Taxation, U.S.

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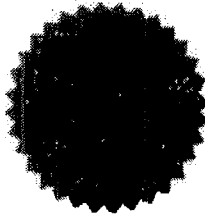
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "INTERBAKE FOODS LLC" FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 2003, AT 1:36 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRD DAY OF JANUARY, A.D. 2004, AT 12:01 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0668627 8100V

030835844

AUTHENTICATION: 2836283

DATE: 12-24-03

**CERTIFICATE OF FORMATION
OF
INTERBAKE FOODS LLC**

- 1.) The name of the limited liability company (the "LLC") is:
Interbake Foods LLC
- 2.) The effective date of the formation of the LLC is 12:01 a.m., Eastern Standard Time, on **January 3, 2004.**
- 2.) The address of the registered office of the LLC in the State of Delaware is **1209 Orange Street, in the City of Wilmington, County of New Castle.** The name of the registered agent of the LLC at such address is **The Corporation Trust Company.**

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of the LLC this 21st day of December, 2003.


Richard M. Lee, Jr.
Authorized Person

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