

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/16/2003

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Clear Lake Bakery, Inc.		06/16/2003	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Metz Baking Company
Street Address:	8400 Maryland Avenue
City:	St. Louis
State/Country:	MISSOURI
Postal Code:	63105
Entity Type:	CORPORATION: IOWA

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Serial Number:	75653182	TRY ME

**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 East Hanes Mill Road  
 Address Line 2: Intellectual Property Law Department  
 Address Line 4: Winston-Salem, NORTH CAROLINA 27105

NAME OF SUBMITTER:	Michelle S. Frye
Signature:	/Michelle S. Frye/
Date:	03/10/2006

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**Total Attachments: 4**

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ARTICLES OF MERGER  
 OF  
 THE CLEAR LAKE BAKERY, INC.  
 (a Delaware Corporation)  
 AND  
 METZ BAKING COMPANY  
 (an Iowa corporation)

To the Secretary of State  
 State of Iowa

Pursuant to the provisions of the Iowa Business Corporation Act, the Iowa parent business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is an Agreement and Plan of Merger ("Plan of Merger") for merging The Clear Lake Bakery, Inc. ("Clear Lake") into Metz Baking Company ("Metz"), as approved by the Board of Directors of the parent corporation on June 16, 2003.
2. The merger of Clear Lake with and into Metz is permitted by the laws of the jurisdiction of organization of Clear Lake and is in compliance with said laws.
3. As to Metz, the aforesaid Plan of Merger was adopted in accordance with the provisions of the Iowa Business Corporation Act on June 16, 2003.
4. Shareholder approval was not required for the merger.
5. Metz, as the holder of all the shares of Clear Lake, waived the mailing of a copy of the Plan of Merger to itself.
6. The effective time and date of the merger herein provided for in the State of Iowa shall be upon filing.

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Executed on June 17, 2003

The Clear Lake Bakery, Inc.

By Helen N. Kaminski  
Name of officer: Helen N. Kaminski  
Title of officer: Vice President & Assistant Secretary

Metz Baking Company

By Helen N. Kaminski  
Name of officer: Helen N. Kaminski  
Title of officer: Vice President & Assistant Secretary

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## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), dated as of June 16, 2003, is made by and between Metz Baking Company, an Iowa corporation ("Metz"), and The Clear Lake Bakery, Inc., a Delaware corporation and wholly-owned subsidiary of Metz ("Clear Lake")

WHEREAS, Metz is the sole stockholder of Clear Lake;

WHEREAS, Metz, in its capacity as the sole stockholder of Clear Lake has approved this Merger Agreement and the transactions contemplated thereby;

WHEREAS, Metz desires to merge Clear Lake with and into itself (the "Merger") pursuant to the General Corporation Law of the State of Delaware ("GCLSD") and the Business Corporation Act of Iowa ("BCAI") and pursuant to the terms and conditions set forth in the Merger Agreement; and

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for the purpose of merging Clear Lake with and into Metz and setting forth certain terms and conditions of the Merger and the mode of carrying the same into effect, Clear Lake and Metz hereby agree as follows:

- Merger. Subject to the terms and conditions and in accordance with the applicable provisions of the GCLSD and BCAI, Clear Lake shall be merged with and into Metz and Metz shall be, and is herein referred to as, the "Surviving Entity." The name of the Surviving Entity shall continue to be Metz Baking Company. The Merger shall become effective upon filing (the "Effective Time").
- Effect of Merger. At the Effective Time, Clear Lake shall be merged with and into Metz and the separate corporate existence of Clear Lake shall cease to exist. The Certificate of Incorporation of Metz (the "Charter") and the Bylaws of Metz (the "Bylaws") shall be the Charter and Bylaws of the Surviving Entity. The officers and directors of Metz shall be the officers and directors of the Surviving Entity and they shall continue to serve in accordance with the BCAI, the Charter and the Bylaws of Metz. The consummation of the Merger will have the effects provided in the BCAI, with respect to a merger of a Delaware corporation with and into an Iowa corporation. The Surviving Entity shall accept and assume all of the assets, liabilities and obligations of Clear Lake. At the Effective Time, there will be no more capital stock of Clear Lake issued and outstanding, and no transfer of the same thereafter made.
- Further Assurances. From time to time, as and when required by the Surviving Entity or by its successors and assigns, there shall be executed and delivered on behalf of Clear Lake such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Entity the title to and

possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Clear Lake.

4. Amendment and Modification. This Merger Agreement may be amended or modified at any time by the parties hereto, but only pursuant to an instrument in writing signed by the parties.

5. Entire Agreement; Assignment. This Merger Agreement constitutes the entire agreement between the parties hereto with respect to the subject matter hereof and supersedes all other prior agreements and undertakings, both written and oral, between the parties hereto with respect to the subject matter hereof.

6. Validity. The invalidity or unenforceability of any term or provision of this Merger Agreement in any situation or jurisdiction shall not affect the validity or enforceability of the other terms or provisions in any other situation or in any other jurisdiction.

7. Governing Law. This Merger Agreement shall be governed by, enforced under and construed in accordance with the laws of the State of Delaware and Iowa, without giving effect to any choice or conflict of law, provision or rule thereof.

8. Descriptive Headings. The descriptive headings herein are inserted for convenience of reference only and shall in no way be construed to define, limit, describe, explain, modify, amplify or add to the interpretation, construction or meaning of any provision of, or scope or intent of, the Merger Agreement nor in any way effect this Merger Agreement.

IN WITNESS WHEREOF, Clear Lake and Metz have caused this Merger Agreement to be signed by their respective duly authorized persons as of the date first above-written.

**The Clear Lake Bakery, Inc.**  
a Delaware corporation

By: Helen N. Kaminski  
Helen N. Kaminski, Vice President and Secretary

**Metz Baking Company**  
an Iowa corporation

By: Helen N. Kaminski  
Helen N. Kaminski, Vice President and Assistant Secretary

FILED  
IOWA  
SECRETARY OF STATE  
6-20-2003  
10:25 A.M.  
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STATEMENT AND PLAN OF MERGER.doc