

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2002		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
EarthGrains of West Virginia, L.L.C.		12/31/2002	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	EarthGrains Baking Companies, Inc.		
Street Address:	8400 Maryland Avenue		
City:	St. Louis		
State/Country:	MISSOURI		
Postal Code:	63105		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1427666	HEINER'S 35 REDUCED CALORIE BREAD VEGETABLE FIBER WHEAT BREAD	
CORRESPONDENCE DATA			
Fax Number:	(630)598-7333		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	630-598-6402		
Email:	docket@saralee.com		
Correspondent Name:	Mary Margaret Murray		
Address Line 1:	3500 Lacey Road		
Address Line 4:	Downers Grove, ILLINOIS 60515		
ATTORNEY DOCKET NUMBER:	0120367/F&B		
NAME OF SUBMITTER:	Mary Margaret Murray		
Signature:	/mary margaret murray/		

CH \$40.00 1427666

Date:

02/02/2007

Total Attachments: 3

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Delaware

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The First State

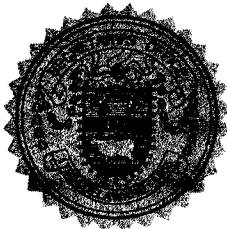
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"EARTHGRAINS OF WEST VIRGINIA, L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "EARTHGRAINS BAKING COMPANIES, INC." UNDER THE NAME OF "EARTHGRAINS BAKING COMPANIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0241425 8100M

AUTHENTICATION: 2163822

020786963

DATE: 12-20-02

TRADEMARK
REEL: 003474 FRAME: 0216

Certificate of Merger
Of
Earthgrains of West Virginia, L.L.C.
(a Delaware Limited Liability Company)
into
Earthgrains Baking Companies, Inc.
(a Delaware corporation)

To the Secretary of State
State of Delaware

It is hereby certified that:

1. The constituent business companies participating in the merger herein certified are:
 - (i) Earthgrains of West Virginia, L.L.C., which is organized under the laws of the State of Delaware ("EWV"); and
 - (ii) Earthgrains Baking Companies, Inc., which is organized under the laws of the State of Delaware ("Earthgrains").
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent companies in accordance with the provisions of subsection (b) of Section 18-209 of the Delaware Limited Liability Company Act ("LLC Act"), and Section 264(c) of the Delaware General Corporation Law ("DGCL").
3. The name of the surviving company in the merger herein certified is Earthgrains Baking Companies, Inc., which will continue its existence as the surviving company upon the effective date of said merger pursuant to the provisions of the DGCL.
4. The executed Agreement and Plan of Merger is on file at the principal place of business, the address of which is Earthgrains Baking Companies, Inc., 8400 Maryland Avenue, St. Louis, MO 63105-3668.
5. A copy of the Agreement and Plan of Merger will be furnished by the aforesaid surviving company, on request and without cost, to any member of each of the aforesaid constituent companies.
6. The Certificate of Merger shall be effective on December 31, 2002.

7.

IN WITNESS WHEREOF, this Certificate has been signed on this 19th day of December, 2002.

EARTHGRAINS BAKING COMPANIES,
INC.

By: *Mark S. Silver*

Mark S. Silver, Vice President and
Assistant Secretary