

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/30/2007		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PF Brands, Inc.		07/19/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Pepperidge Farm, Incorporated		
Street Address:	595 Westport Avenue		
City:	Norwalk		
State/Country:	CONNECTICUT		
Postal Code:	06851		
Entity Type:	CORPORATION: CONNECTICUT		
PROPERTY NUMBERS Total: 15			
Property Type	Number	Word Mark	
Registration Number:	1499832	AMERICAN COLLECTION	
Registration Number:	1528484	AMERICAN COLLECTION	
Serial Number:	77210097	BELIZE	
Registration Number:	0640126	BORDEAUX	
Serial Number:	78793524	BROOKE	
Registration Number:	0640123	BRUSSELS	
Serial Number:	78472712	CAFÉ PETITES	
Registration Number:	2973995	CAPTIVA	
Registration Number:	1838012	CHANTILLY	
Registration Number:	1573687	CHEF'S COLLECTION	
Registration Number:	1479847	CHEF'S COLLECTION	
Registration Number:	3004505	CHESSMEN	
Registration Number:	2886361		

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 REEL: 003593 FRAME: 0624

Serial Number:	78844684	
Registration Number:	3073463	DELICIOUS MEETS HEALTHY

CORRESPONDENCE DATA

Fax Number: (612)632-4357
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 612-632-3357
Email: ipmail@gpmlaw.com
Correspondent Name: Jennifer C. Debrow
Address Line 1: PO Box 2186
Address Line 4: Minneapolis, MINNESOTA 55402-0906

ATTORNEY DOCKET NUMBER:	PEPPERIDGE FARM ASSIGN
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NAME OF SUBMITTER:	Jennifer C. Debrow
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Signature:	/jennifer debrow/
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Date:	08/02/2007
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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 OWNERSHIP, WHICH MERGES:

"PF BRANDS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "PEPPERIDGE FARM, INCORPORATED" UNDER THE NAME OF "PEPPERIDGE FARM, INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CONNECTICUT, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF JULY, A.D. 2007, AT 2:08 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF JULY, A.D. 2007.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5867717

DATE: 07-24-07

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

PF BRANDS, INC.

WITH AND INTO

PEPPERIDGE FARM, INCORPORATED

Pursuant to Section 253 of
The General Corporation Law of the State of Delaware ("DGCL")

Pepperidge Farm, Incorporated, a corporation organized and existing under the laws of the State of Connecticut ("Company"), the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of the State of Connecticut.

FIRST: Company owns 100% of the outstanding shares of capital stock of PF Brands, Inc., a Delaware corporation ("PFB"), and PFB has no other class of stock outstanding.

SECOND: The directors of Company, by the following resolutions of its Board of Directors, duly adopted at a meeting of the Board of Directors of Company on July 18, 2007, have elected to cause PFB to be merged with and into Company pursuant to Section 253 of the DGCL:

WHEREAS, Company owns 100% of the issued and outstanding shares of capital stock of PFB (the "PFB Shares");

WHEREAS, the PFB Shares are the only issued and outstanding class of stock of PFB;

WHEREAS, Company desires to merge PFB with and into Company pursuant to the provisions of Section 253 of the DGCL;

NOW, THEREFORE, BE IT HEREBY

RESOLVED, that PFB shall be merged with and into Company, with Company surviving said merger and assuming all of the liabilities and obligations of PFB (the "PFB Merger");

FURTHER RESOLVED, that the PFB Merger shall become effective on the date specified in the Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware (the "PFB Effective Date");

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FURTHER RESOLVED, that on the PFB Effective Date, by virtue of the PFB Merger and without any action on the part of Company, each PFB Share shall be canceled and cease to exist; and

FURTHER RESOLVED, that the officers of the Company are hereby severally authorized to execute, file and deliver all such agreements, documents and other instruments, and to perform all such acts, as such officer may in his or her judgment deem necessary or desirable to consummate the PFB Merger authorized by the foregoing resolutions.

THIRD: This Certificate of Ownership and Merger shall become effective on July 30, 2007,

FOURTH: The Company agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of PF Brands, Inc. as well as for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the DGCL, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is Pepperidge Farm, Incorporated, Attn: Corporate Secretary, 595 Westport Avenue, Norwalk, Connecticut 06851.

IN WITNESS WHEREOF, the Certificate of Ownership and Merger has been executed by an authorized agent on this 19th day of July, 2007.

PEPPERIDGE FARM, INCORPORATED

By: 

William J. O'Shea
Vice President - Treasurer

