

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/29/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Harlan Bakeries, Inc.		12/28/2007	CORPORATION: INDIANA

**RECEIVING PARTY DATA**

Name:	Harlan Foods, Inc.
Street Address:	7597 EAST U.S. HIGHWAY 36
City:	AVON
State/Country:	INDIANA
Postal Code:	46123
Entity Type:	CORPORATION: INDIANA

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	3229163	HARLAN
Registration Number:	2152839	HARLAN GIANT GOURMET BAGELS
Registration Number:	1712003	HARLAN BIGGER BETTER BAGELS

**CORRESPONDENCE DATA**

Fax Number: (317)223-0276  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (317) 684-5000  
 Email: TRADEMARK@BOSELAW.COM  
 Correspondent Name: Megan M. Mulford  
 Address Line 1: 135 North Pennsylvania Street  
 Address Line 2: Suite 2700  
 Address Line 4: Indianapolis, INDIANA 46204

ATTORNEY DOCKET NUMBER:	16788-0001
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**OP \$90.00 3229163**

NAME OF SUBMITTER:	Megan M. Mulford
Signature:	/Megan M. Mulford/
Date:	02/18/2008
Total Attachments: 6 source=merger#page1.tif source=merger#page2.tif source=merger#page3.tif source=merger#page4.tif source=merger#page5.tif source=merger#page6.tif	

**State of Indiana  
Office of the Secretary of State**

CERTIFICATE OF MERGER

of

**KYGER BAKERY PRODUCTS, INC.**

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Merger of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The following non-surviving entity(s):

**HARLAN BAKERIES, INC.**

a(n) For-Profit Domestic Corporation

merged with and into the surviving entity:

**KYGER BAKERY PRODUCTS, INC.**

NOW, THEREFORE, with this document I certify that said transaction will become effective Saturday, December 29, 2007.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 28, 2007.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,  
SECRETARY OF STATE

2000012400009 / 2008010298392

**TRADEMARK  
REEL: 003721 FRAME: 0005**

APPROVED  
AND  
FILED

IND. SECRETARY OF STATE



**ARTICLES OF MERGER OF**

**HARLAN BAKERIES, INC. (hereinafter, the "non-surviving corporation")**  
**INTO**

**KYGER BAKERY PRODUCTS, INC. (hereinafter, the "surviving corporation")**

INDIANA SECRETARY OF STATE  
RECEIVED  
2007 DEC 28 PM 3

In accordance with the requirements of the Indiana Business Corporation Law, as amended, the undersigned corporation, desiring to effect a merger, sets forth the following facts:

**ARTICLE I: SURVIVING CORPORATION**

The name of the corporation surviving the merger is Kyger Bakery Products, Inc., and such name **has been changed** as a result of the merger to Harlan Foods, Inc.

The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on January 21, 2000.

**ARTICLE II: NON-SURVIVING CORPORATION**

The Non-surviving Corporation is Harlan Bakeries, Inc., which was organized as an Indiana corporation on November 15, 1990.

**ARTICLE III: PLAN OF MERGER**

The Agreement and Plan of Merger, which contains the information required by Indiana Code 23-1-40-1(b) is set forth in *Exhibit A* which is attached hereto and made a part hereof.

**ARTICLE IV: MANNER OF ADOPTION**

The Agreement and Plan of Merger was approved by the unanimous joint written consent of all shareholders and the board of directors of Kyger Bakery Products, Inc. in lieu of a meeting effective December 28, 2007.

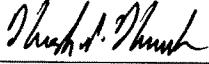
The Agreement and Plan of Merger was also approved by the unanimous joint written consent of all shareholders and the board of directors of Harlan Bakeries, Inc. in lieu of a meeting effective December 28, 2007.

**THE MERGER TO BE EFFECTED BY THESE ARTICLES OF MERGER  
SHALL BE EFFECTIVE AS OF 11:59 P.M. ON DECEMBER 29, 2007.**

EXECUTED ON THE 28 DAY OF December, 2007.

**HARLAN BAKERIES, INC.**

(the "Non-surviving Corporation")

By:   
Hugh P. Harlan, President

**KYGER BAKERY PRODUCTS,  
INC.**

(the "Surviving Corporation")

By:   
Hal P. Harlan, Executive Vice President

**Exhibit A**

**AGREEMENT AND PLAN OF MERGER  
of  
HARLAN BAKERIES, INC.  
into  
KYGER BAKERY PRODUCTS, INC.**

THIS AGREEMENT AND PLAN OF MERGER is entered into by and between Kyger Bakery Products, Inc., an Indiana corporation (the "Surviving Corporation"), and Harlan Bakeries, Inc., an Indiana corporation (the "Non-surviving Corporation").

WHEREAS, the parties desire to set forth in this Agreement the terms and provisions pursuant to which the Non-surviving Corporation will be merged with and into the Surviving Corporation;

WHEREAS, the parties intend that the merger constitute a tax-free reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the premises, the mutual covenants and agreements herein contained, the Surviving Corporation and the Non-surviving Corporation do hereby agree to make such merger upon the following terms and conditions:

1. The Non-surviving Corporation has 1,000 authorized shares of common stock with a par value of \$0.00 each, of which 100 shares of common stock are presently issued and outstanding.

2. The Surviving Corporation has 10,000 authorized shares of common stock of no par value, of which 111.11 shares of common stock are presently issued and outstanding.

3. The effective date and time of the merger shall be 11:59 p.m. on December 29, 2007 (the "Effective Date").

4. Upon the Effective Date, each share of common stock of the Non-surviving Corporation shall be canceled. Each share of common stock of the Non-surviving Corporation shall automatically convert into 30.41 shares of common stock of the Surviving Corporation.

5. Upon the Effective Date, the Non-surviving Corporation shall merge with and into the Surviving Corporation, which shall survive the merger, and the separate existence of the Non-surviving Corporation shall thereupon cease.

6. Upon and after the Effective Date, the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises, of a public, as well as a private nature, of each of the parties hereto; and all property, real, personal and mixed, all debts due on whatever account and all other choses in action and all and every other interests of or belonging to or due to each of the parties hereto shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real

estate, or any interest therein, shall not revert or be in any way impaired by reason of such merger.

7. Upon and after the Effective Date, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of both of the parties hereto in the same manner and to the same extent as if the Surviving Corporation had itself incurred the same or contracted therefor; and any claim existing or action or proceeding by or against either of the parties hereto may be prosecuted to judgment as if such merger had not taken place or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor liens upon the property of either of the parties hereto shall be impaired by such merger; but any such lien shall be limited to the property upon which there were liens immediately prior to the time of such merger.

8. The Articles of Incorporation of the Surviving Corporation shall continue to be the Articles of Incorporation of the Surviving Corporation upon and after the Effective Date until changed or amended in accordance with the terms thereof, except that the name of the Surviving Corporation will, upon and after the Effective Date, be changed to Harlan Foods, Inc.

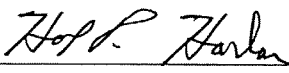
9. The By-Laws of the Surviving Corporation shall continue to be the By-Laws of the Surviving Corporation upon and after the Effective Date until changed or amended in accordance with the terms thereof, except to reflect the name change referenced in Section 8 above.


10. Upon and after the Effective Date, the officers and directors of the Surviving Corporation shall be as listed on the attached Schedule 1, and such officers and directors shall hold office until such time as their successors shall be duly elected and qualified.

ACCEPTED AND AGREED TO on this 28 day of December, 2007.

**KYGER BAKERY PRODUCTS, INC.**  
(the "Surviving Corporation")

**HARLAN BAKERIES, INC.**  
(the "Non-surviving Corporation")

By:   
Hal P. Harlan,  
Executive Vice President

By:   
Hugh P. Harlan, President

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SCHEDULE 1

Officers and Directors of Surviving Corporation

<u>Name</u>	<u>Officers</u>	<u>Directors</u>
Hugh P. Harlan	President	Yes
Doug H. Harlan	Executive Vice President/Secretary	Yes
Hal P. Harlan	Executive Vice President/Treasurer	Yes
John P. Menne	Assistant Treasurer/Assistant Secretary	No