

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/26/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Tastykake Investment Company		12/23/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Tasty Baking Company
Street Address:	3 Crescent Drive, Suite 200
Internal Address:	Navy Yard Coporate Center
City:	Philadelphia
State/Country:	PENNSYLVANIA
Postal Code:	19112-1017
Entity Type:	CORPORATION: PENNSYLVANIA

PROPERTY NUMBERS Total: 41

Property Type	Number	Word Mark
Registration Number:	3123063	
Registration Number:	3463300	EASY TO PASS ON. HARD TO PASS UP.
Registration Number:	2371355	JUNIOR
Registration Number:	2371356	JUNIORS
Registration Number:	1233809	KANDY KAKES
Registration Number:	3303633	KREAMIES
Registration Number:	0233391	KRIMPETS
Registration Number:	1934730	KRINGLE KAKES
Registration Number:	2920565	KUPIDKAKES
Registration Number:	3552903	NOBODY BAKES A CAKE AS TASTY AS A TASTYKAKE
Registration Number:	3056007	NOW THAT'S TASTY
Registration Number:	3713522	ORIGINAL BANANA TREATS

CH \$1040.00 3123063

Registration Number:	3190431	SANTA SNACKS
Registration Number:	3187760	SENSABLES
Registration Number:	3060725	ST. PATTY'S TREATS
Registration Number:	2230545	SWEETIE KAKES
Registration Number:	1277275	T
Registration Number:	0885577	T TASTYKAKE
Registration Number:	1236610	T TASTYKAKE
Registration Number:	3265941	TASTY GRAHAMS
Registration Number:	2267760	TASTY TWEETS
Registration Number:	1697864	TASTY TWISTS
Registration Number:	3289037	TASTYBREAKS
Registration Number:	1227724	TASTYKAKE
Registration Number:	1276454	TASTYKAKE
Registration Number:	0696852	TASTYKAKE
Registration Number:	3012640	TASTYKAKE
Serial Number:	77749699	TASTYKAKE BAKED PIES
Registration Number:	1621499	TASTYKAKE BAKERY FRESH
Registration Number:	3242052	TASTYKAKE BUNNY TREATS
Registration Number:	3331648	TASTYKAKE DOUBLICIOUS
Registration Number:	1272977	TASTYKAKE
Registration Number:	3124056	TASTYKAKE SENSABLES
Registration Number:	3179937	TASTYKAKE SNAK BARS
Registration Number:	1668049	TASTYKARE
Registration Number:	0894734	TASTY-KLAIR
Registration Number:	2963842	TASTY-KLAIR
Registration Number:	1760743	THE CHOCOLATE CHOICE
Registration Number:	1760742	THE COLLEGIATE
Registration Number:	1279139	TIME FOR A TASTY BREAK
Registration Number:	3437706	WITCHY TREATS

CORRESPONDENCE DATA

Fax Number: (215)563-4044

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

Phone: 215.563.4100

Email: rherrell@ddhs.com

Correspondent Name: Roger W. Herrell, Esq.

TRADEMARK
REEL: 004161 FRAME: 0961

Address Line 1: 1601 Market Street
Address Line 2: Suite 2400
Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER:	TASTY BAKING ASSIGNMENT
NAME OF SUBMITTER:	Roger W. Herrell
Signature:	/Roger W. Herrell/
Date:	03/05/2010

Total Attachments: 5

source=TIK DE SOS Certificate of Merger FId 12 23 09 Eff 12 26 09#page1.tif
source=TIK DE SOS Certificate of Merger FId 12 23 09 Eff 12 26 09#page2.tif
source=TIK DE SOS Certificate of Merger FId 12 23 09 Eff 12 26 09#page3.tif
source=TIK DE SOS Certificate of Merger FId 12 23 09 Eff 12 26 09#page4.tif
source=TIK DE SOS Certificate of Merger FId 12 23 09 Eff 12 26 09#page5.tif

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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:

"TASTYKAKE INVESTMENT COMPANY", A DELAWARE CORPORATION, WITH AND INTO "TASTY BAKING COMPANY" UNDER THE NAME OF "TASTY BAKING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF PENNSYLVANIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2009, AT 2:28 O'CLOCK P.M.

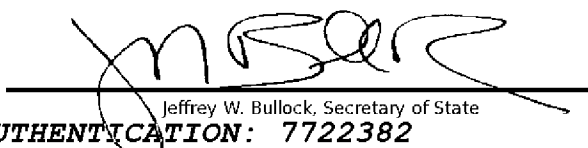
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2009, AT 11:59 O'CLOCK P.M.

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

4769278 8100M

091133064




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7722382

DATE: 12-24-09

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 004161 FRAME: 0963

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

TASTYKAKE INVESTMENT COMPANY
(a Delaware corporation)

WITH AND INTO

TASTY BAKING COMPANY
(a Pennsylvania corporation)

(Pursuant to Section 253 of the
Delaware General Corporation Law)

Tasty Baking Company, a Pennsylvania corporation (the "Company"), does hereby certify:

FIRST: That the Company is incorporated under the laws of the Commonwealth of Pennsylvania.

SECOND: That the Company owns all of the outstanding shares of the capital stock of Tastykake Investment Company, a Delaware corporation.

THIRD: That the Company, by resolutions duly adopted by the Board of Directors of the Company as of the 16th day of December 2009, determined to merge Tastykake Investment Company with and into the Company, with the Company being the surviving corporation (the "Merger"), which resolutions are attached as Exhibit A hereto.

FOURTH: That the Surviving Corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Tastykake Investment Company as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, and the Surviving Corporation irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings. A copy of such process shall be mailed by the Secretary of State of the State of Delaware to the Surviving Corporation at the following address:


Tasty Baking Company
Navy Yard Corporate Center
Three Crescent Drive
Suite 200
Philadelphia, PA 19112
Attn: Legal Department

B# 1047032 v.2

FIFTH: That the Merger shall be effective at 11:59 p.m. on December 26, 2009.

IN WITNESS WHEREOF, said Company has caused its corporate seal to be affixed and this Certificate to be executed as of the 23rd day of December, 2009.

TASTY BAKING COMPANY

By: 

Name: LAWRENCE WELZHEIMER

Title: Sr. Vice President

EXHIBIT A

RESOLUTIONS OF THE BOARD OF DIRECTORS OF

TASTY BAKING COMPANY

WHEREAS, the Corporation owns one hundred percent (100%) of the issued and outstanding capital stock of Tastykake Investment Company, a Delaware corporation ("Tastykake Investment"); and

WHEREAS, the Directors deem it to be in the best interests of the Corporation to merge Tastykake Investment with and into the Corporation (the "Merger") and to assume all of the assets, liabilities and obligations of Tastykake Investment, as more fully described in a Plan of Merger attached hereto as Exhibit A (the "Plan").

NOW, THEREFORE, BE IT HEREBY RESOLVED, that the Merger of Tastykake Investment with and into the Corporation is hereby approved in all respects and the Plan is hereby adopted in its entirety; and be it further

RESOLVED, that the President, any Vice President and Secretary of the Corporation be, and each of them hereby is, authorized and directed to execute, deliver and file: (i) with the Commonwealth of Pennsylvania, Articles of Merger, and (ii) with the State of Delaware, a Certificate of Ownership and Merger, each in such form and with such changes thereto as such proper officers, or any of them, shall deem appropriate, with the execution and delivery of any such document conclusively evidencing such determination; and be it further

RESOLVED, that the proper officers of the Corporation are hereby authorized and directed to do and perform all such acts and things as they may deem necessary, appropriate or advisable to fully effectuate the purpose of the foregoing resolutions, including without limitation, the payment of any taxes or filing fees and the execution and delivery of such other certificates, agreements and documents necessary or desirable in the sole judgment of such proper officers to effect, implement, consummate and perform the foregoing resolutions, with the execution and delivery of any such document or the taking of any such act conclusively evidencing such determination; and be it further

RESOLVED, that any actions taken by any of the proper officers of the Corporation on behalf of Corporation prior to the adoption of these resolutions which are within the authority conferred hereby, are hereby approved, ratified and confirmed.

EXHIBIT A

PLAN OF MERGER

Names of corporations proposing to merge:

Tasty Baking Company, a Pennsylvania corporation (the "**Corporation**")
Tastykake Investment Company, a Delaware corporation ("**Tastykake Investment**")

Name of surviving corporation:

Tasty Baking Company, a Pennsylvania corporation (the "**Surviving Corporation**")

(a) Pursuant to and in accordance with Section 253 of the General Corporation Law of Delaware, as amended ("**DGCL**"), and Section 1924 of the Pennsylvania Business Corporation Law, as amended ("**PBCL**"), the Corporation shall merge Tastykake Investment with and into the Corporation, and the Corporation shall be the surviving corporation, and shall assume all of the liabilities of Tastykake Investment;

(b) The merger shall have the effects set forth in the DGCL and PBCL, and shall become effective at 11:59 p.m. on December 26, 2009 (the time the Merger becomes effective being the "**Effective Time**");

(c) The Certificate of Incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law;

(d) The bylaws of the Corporation, as in effect immediately prior to the Effective Time, shall be the bylaws of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law;

(e) The officers and directors of the Corporation at the Effective Time shall be and remain the officers and directors of the Surviving Corporation and shall hold office from the Effective Time until their successors are duly elected and qualified;

(f) At the Effective Time, all of the stock issued and outstanding of Tastykake Investment shall, by virtue of the merger and without need of any further action, be canceled, without any payment being made in respect thereof or any exchange being made therefor; and

(g) Notwithstanding the full authorization, approval and adoption of this Plan of Merger and authorization of such merger, this Plan of Merger and the merger may be terminated at any time prior to the Effective Time in the sole discretion of the President of the Corporation.