

08-07-1998

FORM PTO-159
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

RE



100787446

SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Y

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

MEMO 8-3-98

1. Name of conveying party(ies):

Samar Corporation
Cannon Building, Suite 145
861 Silver Lake Boulevard
Dover, DE 19904

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Samar L.L.C.
Internal Address: Suite 330
Street Address: 125 South Wacker Drive
City: Chicago State: IL ZIP: 60606

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Limited Liability Co. - State - Delaware

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: June 24, 1998

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached listing, 24 pages

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Selvyn R. McTillmon
Internal Address: _____
Sara Lee Corporation - Legal Dept.
Street Address: 470 Hanes Mill Road
City: Winston-Salem State: NC ZIP: 27105

6. Total number of applications and registrations involved:

479

7. Total fee (37 CFR 3.41).....\$ 11,990.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-0143

(Attach duplicate copy of this page if paying by deposit account)

08/05/1998 SMITH 00000027 190143 132334

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 11950.00 CH

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Arthur J. DeBaugh
Name of Person Signing

Arthur J. DeBaugh
Signature

7-29-98

Date

Total number of pages including cover sheet, attachments, and document:

SCHEDULE A
UNITED STATES TRADEMARKS

Registration Number	Trademark
132334	DOLLY MADISON
193841	AMERICAN ACE
203531	YACHT CLUB AND DESIGN
213971	KAYO AND DESIGN
216077	AMERICAN BEAUTY
224367	MONARCH & DESIGN
233734	KAHN'S AMERICAN BEAUTY & DESIGN
233735	KAHN'S AMERICAN BEAUTY & DESIGN
281421	KAYO
286996	KAHN'S IN SCRIPT
348156	DOVE
396128	BEAUTY MISS (SCRIPT)
403963	MONARCH & DESIGN
429529	TEMT & DESIGN
505737	KOFYMATIC (STYLIZED)
534231	SUNDAY DINNER
534240	MONTAL
547692	BLUE RIBBON & DESIGN
577179	WOLFERMANS GOOD THINGS TO EAT

Registration Number	Trademark
583048	IMPERIAL CLUB
623191	SARA LEE & DESIGN
636027	IMPERIAL CLUB & DESIGN
641503	SUNDAY DINNER
652490	MONARCH
652493	MONARCH & DESIGN
655597	LION DESIGN
658322	KAHN'S & DESIGN
663841	BEAUTY FASHION
667148	BALI-"LO"
671573	WORKMEN'S PAL
674222	MR. INFLUENTIAL
683759	CASWELL'S
686961	SUPERIOR CUSTOM BLEND
696503	SUPERIOR
704742	SUCAF
708437	SKY BALI
709097	FLOWER BALI
716942	BLUE RIBBON
722872	TOMATOES VERSATILE
724262	BEVERLY JANE
728999	TRUE-SUPPORT

Registration Number	Trademark
730886	BONNE CHERE (STYLIZED LETTERS) [GOOD CHEER]
731579	BODY BEAUTIFUL
745178	WORLD AWAITED FLAVOR
747003	SUNDAY DINNER
757389	THE MARK VI
760749	AMERICAN FAMILY
782116	PRO-SOLE
786964	SOCKETTES
792636	CHEF PIERRE & DESIGN
792639	CHEF PIERRE & DESIGN
831503	ALIVE LOGO
836397	SALADAISE
837610	GOLDEN-RICH
861054	BALI
865854	HARRISON HOUSE
865855	HARRISON HOUSE AND DESIGN
865856	CHEF DESIGN
875292	HIGH ON THE HOG AND DESIGN
892132	EZY-MIX
905216	SARA LEE LOGO
917775	SWISS CHALET
931891	SWISS CHALET & DESIGN

Registration Number	Trademark
940778	FLAVOR-SUM
968789	J D LOGO
970878	HILLSHIRE FARM
978674	ALIVE
0002333	PRAIRIE BELT
0976029	COASTAL OF CAROLINA
1002862	SOMETHING-ELSE
1012461	J D LOGO
1012602	BOW DESIGN
1015849	SOMETHING ELSE
1025828	S AND DESIGN
1026246	ALL WOMAN
1026301	SARA LEE
1033998	SWEET SUE
1036398	JIMMY DEAN SHOW
1054793	SMOKY HOLLOW BRAND
1057714	UNDERALLS
1059449	PAMPERED
1060003	GREEN HILL
1062850	SPORTSDOG
1064015	KAHN'S
1069067	JIMMY DEAN & DESIGN

Registration Number	Trademark
1069068	JIMMY DEAN
1079023	NATURALLY LIGHT
1092355	ALL TOGETHER
1104819	NATURALS
1106728	STUBBIES & Koala device
1110967	SHEER COMFORT
1114191	REDS ROOKIES
1115462	COFFEE OF THE MONTH CLUB
1117391	CHEF PIERRE & DESIGN
1117812	HI PIE
1120128	SU CASA
1130906	KOALA Device
1131385	UNDERALLS & DESIGN
1131386	UNDERALLS & DESIGN
1131387	UNDERALLS & DESIGN
1131388	UNDERALLS & DESIGN
1133219	UNDERALLS & DESIGN
1134697	'SWEAT OUT'
1138880	THE FOOD GALLERY
1143578	FLAVOTECH
1145581	FINLEY
1146438	WINTERALLS

Registration Number	Trademark
1149895	VALU PLUS
1171384	BALI & FLOWER DESIGN
1202126	FLOWER DESIGN
1203702	AMERICAN PRIDE
1205066	RITE SIZE
1205532	JOGBRA
1210581	JOGMIT & DESIGN
1214048	HANSEN
1215026	SAR-A-LEE
1215053	BREAKFAST BROWNS
1219314	THE DRESSING THAT MAKES THE SALAD
1220084	SILVER KNIFE
1225213	MELTMMMS
1226079	SMOKY HOLLOW CLASSIC AND DESIGN
1226080	SMOKY HOLLOW CLASSIC AND DESIGN
1226805	CLASSIC & DESIGN
1227709	DELI-MELTS
1231524	CHEDDARWURST
1235542	HOT CUTS
1236989	CORONET
1236990	CHECKMATE

Registration Number	Trademark
1236991	ATTACK
1236992	SUPPORT
1239052	EMINENCE
1239512	INFLATION FIGHTER
1240443	CLASSIC COLORS
1240796	CHARGE
1244598	JUST MY SIZE
1246187	ADMIRATION
1246205	SIGNET
1246764	REIGN
1246765	CZAR
1247499	EMPEROR
1251414	OBLIGE
1251415	REGIME
1253420	PUDDIN' IN THE MIDDLE
1260123	MRS. GOODHAM
1266496	LLOYD J HARRISS
1271336	HOT CUTS
1280074	SUPERIOR KONA
1284398	COLORALLS
1286261	EAGLE DESIGN
1288497	WORLD'S FINEST

Registration Number	Trademark
1299740	BENCHMARK
1300828	CAFE ROYAL [Royal Coffee]
1302773	SUMMERALLS
1302912	BRYAN LOGO
1309129	JBI (DESIGN)
1309246	MONARCA
1310474	MORCO
1311603	SCI-TEK
1317465	BLACK FOREST CHOCOLATE
1319172	MASEUR (STYLIZED)
1319587	GALLO FROM OLD SAN FRANCISCO A
1323858	MORE BREWING THAN JUST GREAT C
1326418	WHERE PREMIUM QUALITY IS A TRADITION
1329099	SMOKY JUMBOS
1329100	CHEESY JUMBOS
1331147	EMERALD CREAM
1331454	DOUBLE SUPPORT
1333453	JUICY JUMBOS
1333454	BEEFY JUMBOS
1335721	DELI CLASSICS
1341161	FARM HOUSE AND DESIGN

Registration Number	Trademark
1342812	SUMMERALLS UNDERALLS & DESIGN
1342813	WINTERALLS UNDERALLS & DESIGN
1353150	DUTCH VELVET
1354333	NOT JUST ANOTHER PANTY
1377396	SOCKSMITH
1383580	CHEZ BLEND
1383581	ZE-CAF
1384556	ZEES
1385552	BETTER FOR YOU...NATURALLY
1386192	PACKAGE DESIGN (C' EST URAL PA
1399728	CHEF'S VALUE
1400549	CAMPUS CLUB
1400559	CHEF'S VALUE
1403316	QUICK BITES
1406016	READY BROWNED
1406017	CLAM DIGGERS
1413748	OUR NAME SAYS IT ALL
1415177	SOUTHERN SUPREME
141583	THE AMERICAN BEAUTY & DESIGN
1419358	KING COTTON & DESIGN

Registration Number	Trademark
1421297	RIGHTLY SEASONED
1422127	IT JUST PLAIN TASTES BETTER
1432103	R.B. RICE & DESIGN
1432470	SF SANDLER FOODS & DESIGN
1436413	THE MONARCH EDGE
1436567	CAPTAIN MAX BRAND
1439394	THE ULTIMATE ENGLISH MUFFIN
1446388	JUST MY SIZE
1446878	SANDLER FOODS
1446932	THERE'S MORE TO FOODSERVICE THAN JUST GOOD FOOD
1447789	RUDY'S FARM COUNTRY BREAKFAST
1451067	BRITTANY
1462138	FRANK WELLINGTON
1463026	HILLSHIRE FARM & WAGON DESIGN
1466464	RUDY'S FARM & DESIGN
1467582	CANNON'S BLEND
1467793	SMOKEHOUSE
1468389	SILK REFLECTIONS
1469233	ST. JOHNS
1470727	PRETTY BALL

Registration Number	Trademark
1472508	SMOKY HOLLOW
1482842	CHI-TOWN
1486303	WORLD CLASS
1486613	SUNDAY DINNER AND DESIGN
1490291	JUST MY SIZE
1490376	GREEN HILL AND DESIGN
1495267	SMOKY HOLLOW LEGEND AND DESIGN
1496939	COFFEE CORDIALS
1508422	JIMMY DEAN
1511358	FIRST CLASS
1519990	OUR SOUTHERN CHOICE
1520031	MCGARVEY & COFFEE MILL DESIGN
1523704	PEAKS OF KILIMANJARO
1530388	BAGEL CHEDDARWURST
153085	ELIZABETH PARK
1538323	SMOKE MASTERS (STYLIZED)
1551144	RUDY'S FARM FINEST QUALITY & DESIGN
1553155	GRAFFRUTTI
1560061	COFFEE MILL DESIGN
1561172	BRYAN BUTCHER FRESH & DESIGN

Registration Number	Trademark
1563577	R.B. RICE & BARN DESIGN
1563618	R.B. RICE & BARN DESIGN
1564877	FINLEY LTD. AND SHIP DESIGN
1567390	WE SERVE A SUPERIOR CUP & DESIGN
1571158	FLAVOR SEALED
1582781	DELI CLASSICS
1585912	MONARCH & DESIGN
1587949	SILK REFLECTIONS
1591148	FINLEY LTD
1593200	VALLEY LAKE FARMS & DESIGN
1605803	WOLFERMAN'S ORIGINAL ENGLISH MUFFINS
1620245	GOLDEN RULE
1631211	CAFE ANGELICA
1639800	LACE 'N SMOOTH
1643780	COFFEE CUP DESIGN
1661000	GALILEO LOGO
1664229	GALILEO & DESIGN
1667968	JUICY JR. DESIGN
1676016	KAYO & BOY DESIGN
1687983	BURING'S COUNTRY BRAND
1689131	SNO-FLAKE

Registration Number	Trademark
1695621	LIGHT & MILD & DESIGN
1703404	IT'S THE END OF THE PANTYLINE
1716091	MONARCH PREMIUM
1720400	BEAUTIFUL BALI
1721155	FREE & LIGHT LOGO
1734117	GRILL TEAM LOGO
1736819	HILLSHIRE FARM & WAGON DESIGN
1736876	SARA LEE SELECTIONS & CIRCLE DESIGN
1737734	FRESHNESS RE-SEAL
1739925	DOUBLE SUPPORT
1740357	LION DESIGN
1748597	UNDERALLS. IT'S THE END OF THE LINE
1748745	MONARCH PREMIUM
1751427	SWISS CHALET & DESIGN
1754070	BRYAN SMOKY HOLLOW & CABIN DESIGN
1754078	LUNCH 'N MUNCH DIPPER'S
1755543	MONARCA
1755558	SMOKY HOLLOW & CABIN DESIGN
1757049	BRYAN LOGO (NEW)
1758524	LIGHT AWAKENINGS & DESIGN

Registration Number	Trademark
1758531	SUNDAY DINNER & DESIGN
1763044	WAITER IN TUXEDO DESIGN
1764596	SNO-FLAKI
177158	POPLAR
1775634	BETTER FOR YOU LOGO
1777328	OVEN-PERFECT
1777330	BLUE CHIP BRANDED
1779722	SATIN TRACINGS
1779772	GALILEO LOGO
1782745	SATIN SMOOTH
1782823	MORNING LIFE
178357	MONARCH & DESIGN
1785697	SARA LEE LOGO
1787477	BEAN TALK
1788929	SLICE-N-SLACK
1790452	M.A.T. & COE (series)
1791760	LIGHT ENCOUNTER
1792690	IT'S THE END OF THE LINE.
1792771	WOLFERMAN'S FINE BREADS SINCE 1888
1792772	WOLFERMAN'S FINE BREADS SINCE 1888

Registration Number	Trademark
1792794	SUPERIOR ICED CAPPUCCINO ESPECIALE
1796467	YARD-O-BEEF
1797207	BREAKFAST ROLLOVERS
1797209	BREAKFAST ROLLOVERS LOGO
1797988	FLAVOR-SUM
1800329	IT'S A WONDERFUL DECAF
1801635	BLUE CHIP BRANDED & DESIGN
180174	MONARCH (STYLIZED)
1802985	HEALTHY & FLAVORFUL LOGO
1804638	DELI SELECT
180558	MONARCH & DESIGN
1808565	GALILEO PREMIUM FOOD SERVICE
1809380	RIGHTLY SEASONED
1810165	HOLIDAY MEMORIES
1810937	IT'S MORE THAN GOOD FOOD. IT'S THE FLAVOR OF THE SOUTH
1811260	GOOD PEOPLE. GOOD PRODUCTS. GOOD PRICES
1813073	GALILEO FOOD SERVICE
1813074	GALILEO PREMIUM FOOD SERVICE
1813075	GALILEO FOOD SERVICE LOGO
1813931	BRYAN LOGO (NEW)

Registration Number	Trademark
1815050	SIMPLY SUPERIOR
1818536	CINNAMON CELEBRATION
1818540	JAVA COAST
1818541	JAVA COAST LOGO
1819338	JUST MY SIZE
1820858	JAVA COAST LOGO
1822825	TABS & triangle device
1827599	WOLFERMAN'S FINE BREADS SINCE 1888
1828411	PENNANT
1828975	ROLLOVERS
1829077	MCR
1829078	MOTION CONTROL REQUIREMENTS
1829933	ROLLOVERS LOGO
1829934	FLAVOR FOCUS
1830473	ELEPHANT DESIGN
1832787	BALI
1833429	ALABAMA
1833951	LUNCH'N MUNCH
1836955	PERFECTA
1839980	TRAVEL WEAVE
1841950	PERFECTA (stylized letters)

Registration Number	Trademark
1843266	MONARCH & DESIGN
1843613	BALI INTIMATES
1846293	FIRESIDE BRANDY
1846858	FAMILY RECIPE LOGO
1847397	UNDERSTATEMENTS
1848235	BEYOND BEAUTIFUL
1848244	DRESSED IN DIAMONDS
1848245	UNDERSTATEMENTS LOGO
1848375	GARDEN FRESH PRODUCE EXPRESS
1849399	FOR THE WOMAN WHO WANTS IT ALL
1851608	JD OVER JIMMY DEAN FLAPSTICKS
1856375	TWIN CITIES COLLECTION
1859059	MR. BUTLER & BOW TIE DESIGN
1862957	MR. BUTLER
1865318	LOTS OF LUXURY
1865361	NEW YEAR'S BLEND
1865368	THE ONLY CORN DOG WITH A REAL BRYAN HOT DOG INSIDE
1866586	SPECIALTY DISTRIBUTION & DESIGN
1874039	TASTE. IT'S IMPORTANT. YOU KNOW.

Registration Number	Trademark
1877763	LIT'L CHEDDY HOTS
1877825	FLAVOR FOCUS LOGO
1878165	SMART READER SWEEPSTAKES
1879255	FIND YOURSELF IN BALI LOGO
188049	AMERICAN BEAUTY & DESIGN
1881502	BALI SPORTS
1883739	SLICEMASTER
1885007	OUR NAME SAYS IT ALL
1885156	NOBODY DOESN'T LIKE SARA LEE
1888654	R.B. RICE & DESIGN
1888683	SUPERIOR COFFEE HOUSE & DESIGN
1888698	BLENDING IN GOOD TASTE
1889039	ALLIGATOR LOGO
1890226	HEALTH CYCLE DESIGN
1891796	PIZZAWURST
1893834	CHEDDAR HOTS
1895207	PICNIC
1897001	BODY BY BALI
1897642	COUNTRY HITS
1900040	COFFEE OCCASIONS
1900041	MASTERPIECE
1900042	A CUP ABOVE

Registration Number	Trademark
1901250	BODY BY BALI LOGO
1901288	CHOCOLATE CANDY CANE
1902897	BRYAN LOGO (NEW)
1903708	THE BIG DIFFERENCE IN ENGLISH MUFFINS
1912063	METROPOLITAN
1913535	RUDY'S FARM & FINEST QUALITY and DESIGN
1915245	ROASTMASTER'S RESERVE LIMITED EDITION ESTATE COFFEES and DESIGN
1916900	WRITE ABOUT US
1918168	CHFESY JUMBOS
1918189	GREEN HILL & DESIGN
1921292	DELUXE ENGLISH MUFFINS
1922262	JIMMY DEAN & FARM LOGO
1923858	SHOFAR
1925610	SMOKY JUMBOS
1927630	LATTECCINO
1927724	GREEN HILL
1932218	T.A.C.
1934482	SNACK WINGS
1939220	SHOFAR KOSHER FOODS & DESIGN
1948678	VANILLA NUT SUNDAE

Registration Number	Trademark
1954375	FLAVOTECH & SPOON LOGO
1961273	PRIDDY'S
1961378	PRIDDY'S
1961542	JIMMY DEAN SNACK WINGS & DESIGN
1961683	CHOCOLATE CHERRY KISS
1965039	LION'S PRIDE
1971977	RECIPE MEXICANA
1975277	HOLIDAY WINDOWS
1988888	CANDLELIGHT DINNER BLEND
1991879	SNACKSTERS
2000279	NOT JUST COTTON BALI COTTON
2004995	SUPERIOR COFFEE SINCE 1908 & EAGLE DESIGN
2009358	SMILING CHILD MAGICIAN (Design)
2009485	PRIDDY'S
2009713	MASEUR
2014391	INNIZ
2024026	CHRISTMAS TRADITIONS
2026704	CHRISTMAS TRADITIONS
2027394	MENU SYSTEMS BY DESIGN & DESIGN
2027978	ROASTMASTER'S COLLECTION

Registration Number	Trademark
2029666	BUTCHER FRESH
2030661	NOT JUST COTTON BALI COTTON LOGO
2036865	McGARVEY & COFFEE MILL DESIGN
2040153	McGARVEY WHOLE BEAN GOURMET COFFEE SINCE 1926 and DESIGN
2042118	IN SHAPE LOGO
2042271	MORNING RIGHT
2044247	ROBUSTO
2044398	SARA LEE
2044614	FORE
2046459	CONFECTION COLLECTION
2049871	GET IN SHAPE
2049872	IN SHAPE
2058106	BUTCHER'S RECIPE
2059706	UN-D'S FROM BALI
2059963	TIGHTER TUMMY RESULTS
2059964	TUMMY RESULTS
2059965	SHEER POWER TUMMY RESULTS
2063762	SMOOTHSTITCH
2065785	WAIST RESULTS
2065786	OVERALL RESULTS

Registration Number	Trademark
2066827	PROBLEM SOLVED
2066863	THE FLAVOR OF THE SOUTH
2067081	MONARCH PREMIUM
2069286	A. GOMES LINGUICA
2071136	H&S HEINEMAN & STERN AND DESIGN
2071587	MONARCH PREMIUM
2072427	ROASTMASTER'S OWN
2082415	JUST MY SIZE
2082442	JUST MY SIZE
2084495	SPECIALTY BUY-LINE
2084497	SUNDAY DINNER BUY-LINE
2084498	A EUROPEAN TRADITION
2089674	THE TURKEY WORKS
2092853	CHEDDARWURST
2093839	TASTY FULL MEAL!
2099320	CIRCLE B BRAND & DESIGN
2099636	SMOOTH COMPLIMENTS
2104273	COMFORT SHAPER
2109413	HILLSHIRE FARM CRACKER TOPPERS
2109565	JUST MY SIZE
2113549	TEMT

Registration Number	Trademark
2113595	SARA LEE SANDWICH SHOPPE & DESIGN
2115301	SARA LEE SANDWICH SHOPPE
2116829	BALI THE ONE YOU LOVE TO WEAR
2118998	JIMMY DEAN DELI & DESIGN
2120756	TASTEFULS!
2128222	LA ITALIA & DESIGN
2129445	HOLIDAY MELODIES
2132233	BRYAN GOURMET NOW
2132988	CRAZY DOGS
2135012	TENDERSMOKED
2137726	TUMMY TUCKER
2138110	BRYAN LOGO
2142719	FRESH PUFF PACK
2142894	ONLY NOTHING FEELS BETTER!
2143141	HILL SHIRE FARM COUNTRY SMOKE HOUSE & DESIGN
2149838	SAVORY FARE GOURMET
2151449	STRETCH PERFECT
2151739	PRIDDY'S (STYLIZED)
2156053	CENTER PIECE
2156186	SARA LEE SANDWICH EXPRESS

Registration Number	Trademark
2166021	WOLFERMAN'S GOOD THINGS TO EAT SINCE 1888
2171648	MONARCA E-Z MELT
2171827	STUFFABLES
2173150	GALILEO

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"SARAMAR CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "SARAMAR, L.L.C." UNDER THE NAME OF "SARAMAR, L.L.C.", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF JUNE, A.D. 1998, AT 1 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2912307 8100M

981249143

AUTHENTICATION:

9165059

DATE:

TRADEMARK
06-26-98

REEL: 1763 FRAME: 0751

**CERTIFICATE OF MERGER
OF
SARAMAR CORPORATION
INTO
SARAMAR, L.L.C.**

Pursuant to Section 18-209 of the Delaware
Limited Liability Company
Act and Section 264 of the Delaware
General Corporation Law

Samar, L.L.C., a Delaware limited liability company (the "Company") does hereby certify that:

FIRST: Samar Corporation ("Samar") is a corporation duly organized and existing under the laws of the State of Delaware. The Company is a limited liability company duly organized under the laws of the State of Delaware

SECOND: An Agreement of Merger (the "Agreement of Merger") has been approved and executed by each Samar and the Company.

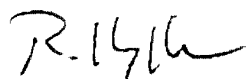
THIRD: The Company will be the surviving entity from this merger between Samar and the Company.


FOURTH: The Agreement of Merger is on file with the Company at Three First National Plaza, Chicago, Illinois 60602.

FIFTH: A copy of the Agreement of Merger will be furnished by the Company as the surviving entity, to any stockholder of Samar or any member of the Company, upon request and without cost.

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be executed and attested by its duly authorized officers, effective as of June 24, 1998

SARAMAR, L.L.C.

By: 
R. Henry Kleeman, Vice President

Attest: 
Natalie K. Miller, Assistant Secretary

SARA LEE CORPORATION

Legal Department

*P.O. Box 2760
Saratov, Salem, North Carolina 27102*

*170 Hanes Mill Road
Saratov, Salem, North Carolina 27103*

Telephone: (336) 519-2411

Telex: (336) 519-7311

(336) 519-7490

Vector's Office (336) Number:

336-519-7407

Via U.S. Express Mail

July 22, 1998

Commissioner of Patents & Trademarks
Box Assignments
Washington, D.C. 20231

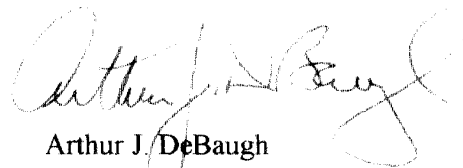
RE: Recordation of Merger of Saramar Corporation, a Delaware corporation into Saramar L.L.C., a Delaware Limited Liability Company.

Dear Sir:

Please record the merger of Saramar Corporation, a Delaware corporation into Saramar L.L.C., a limited liability company organized and existing under the laws of Delaware.

Enclosed are: (1) a recordal cover sheet (2) a copy of the merger document and (3) a schedule listing the registered trademarks in the name of Saramar Corporation.

Sincerely,



Arthur J. DeBaugh
Vice President and Assistant Secretary

AJD: sms
Enclosures