

STATE OF GEORGIA

OCT 16 8 37 AM 1963

RICHMOND COUNTY

CLERK OF SUPERIOR COURT

WHEREAS, H. H. Claussen's Sons, Inc., a Georgia corporation, chartered by the Superior Court of Richmond County, Georgia, was dissolved and its charter surrendered under the laws of Georgia by an order of the Superior Court of Richmond County on October 15, 1963, and

WHEREAS, under the plan of dissolution set forth in the dissolution proceedings, the net assets of the corporation are available for distribution and conveyance to The Claussen Bakeries, Inc., as the sole stockholder of H. H. Claussen's Sons, Inc., after the payment or provision for payment of all obligations of the dissolved corporation, and, under the laws of Georgia, the Directors of the corporation, upon its dissolution, became Trustees with full power to liquidate the assets of the corporation, and after paying and providing for all of its obligations, to distribute and convey all of its net assets to The Claussen Bakeries, Inc., the sole stockholder of the dissolved corporation; and

WHEREAS, C. S. Castleberry, Henry H. Claussen, Clarence H. Cohen, William L. Goodman, Jr., Eugene M. Howerdd, Jr., James M. Hull, Harry W. Jernigan, Edward Kronsberg, Grover C. Maxwell, Jr., William S. Morris, Jr., R. Roy Pearce, George Sancken, Jr., John H. Scharnitzky, Jr., Wiley J. Smith and Eugene E. Stone, III, constituting the full Board of Directors of the dissolved corporation, have paid or provided for all of the obligations of the corporation and desire to convey all of the assets of the dissolved corporation to the sole stockholder thereof;

NOW, THEREFORE, This Indenture made and entered into this 15th day of October, 1963, between H. H. Claussen's Sons, Inc., acting by and through its proper officers and by and through its