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Tab setting: 10-23-1998

To the U.S. Patent & TMO/TM Mail Rcpt Dt. #33 ; an

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Original documents or copy thereof.

1. Name of conveying party(ies):

Schwan's Sales Enterprises, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: October 1, 1998

2. Name and address of receiving party(ies)

Name: Schwan's IP, LLC

Internal Address: _____

Street Address: 115 West College Drive

City: Marshall State: MN ZIP: 56258

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Limited Liability Company

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

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

A. Trademark Application No.(s)

See Attached

B. Trademark Registration No.(s)

See Attached

Additional numbers attached? Yes No

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

Name: Schwan's IP, LLC

Internal Address: Julie Swedzinski

Street Address: 115 West College Drive

City: Marshall State: MN ZIP: 56258

6. Total number of applications and registrations involved: 139

7. Total fee (37 CFR 3.41).....\$ 3,490.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

11/16/1998 DMGUYEN 00000180 73259433

DO NOT USE THIS SPACE

01 FC:481

40.00 DP

02 FC:482

3450.00 DP

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.

Julie Swedzinski

Name of Person Signing

Julie Swedzinski
Signature

10/21/98
Date

Total number of pages including cover sheet, attachments, and document: 12

TRADEMARK APPLICATION NOS.

75/259433	75/110990	75/257124	75/199912
75/226947	75/426283	75/085883	75/199915
75/226948	75/436988	75/085885	75/379806
75/221035	75/399158	75/085884	75/413740
75/221036	75/262154	75/085882	75/262466
75/413337	75/188588	75/099541	75/452435
75/436989	75/199938	75/090651	75/222523
75/383153	75/199937	75/261927	75/511188
75/266462	75/202819	75/110989	75/389268
75/239420	75/157513	75/548916	

TRADEMARK REGISTRATION NOS.

2,170,208	1,319,678	1,966,540	1,923,948
1,616,936	2,148,236	1,859,841	1,396,006
1,671,261	1,899,088	1,602,616	1,665,180
2,168,545	1,887,362	1,918,225	1,579,251
1,883,800	1,903,732	1,401,460	1,629,340
1,663,810	1,895,234	1,922,290	1,968,114
2,168,569	1,610,145	1,442,057	2,116,701
1,621,497	1,608,517	2,097,487	1,928,694
1,918,955	1,122,497	2,163,167	1,496,009
1,916,683	2,020,684	1,601,217	2,168,335
2,173,137	2,020,683	1,270,916	2,175,993
2,114,646	1,321,113	1,371,886	2,150,102
1,570,035	1,255,465	1,454,504	2,066,623
1,570,036	1,393,348	1,190,856	1,922,577
1,326,492	1,385,367	1,626,445	2,135,151
1,532,272	1,977,953	1,208,783	2,089,034
1,448,732	1,691,808	1,411,541	1,428,635
1,478,893	1,966,677	1,606,555	1,925,702
1,486,323	2,103,922	1,612,231	2,060,769
1,225,205	1,294,809	1,851,605	1,570,022
1,915,231	1,601,271	1,137,683	1,517,536
1,422,116	1,713,996	2,072,977	1,190,169
2,119,556	1,657,058	1,624,084	2,026,710
2,109,941	2,054,689	2,011,953	2,014,155
1,890,056	1,885,153	2,011,944	1,423,128

ASSIGNMENT OF TRADEMARK/SERVICE MARK
PENDING APPLICATIONS AND REGISTRATIONS

WHEREAS, Schwan's Sales Enterprises, Inc., a corporation organized under the laws of the state of Minnesota, with its principal office and place of business at 115 West College Drive, Marshall MN 56258 (hereinafter referred to as "Assignor"), is the registered owner of the marks which are listed on Exhibit A attached hereto and made a part hereof which are pending registration or registered in the United States Patent and Trademark Office under the serial numbers or registration numbers shown opposite each mark on Exhibit A; and

WHEREAS, Schwan's IP, LLC, a limited liability company, with its principal office and place of business at 115 West College Drive, Marshall, MN 56258 (hereinafter referred to as "Assignee"), is desirous of acquiring said marks and the goodwill of the business of Assignor connected with the use and symbolized by said marks;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign and transfer unto the said Assignee all right, title and interest in and to the said marks, together with the goodwill of the business symbolized by the marks, and the applications for registration or registrations thereof effective as of October 1, 1998.

The Commissioner of Patents and Trademarks is requested to issue the Certificates of Registration for the pending applications to said Assignee.

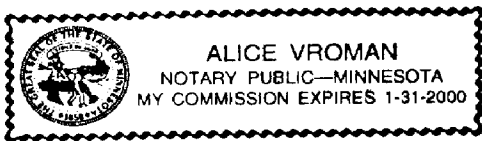
SCHWAN'S SALES ENTERPRISES, INC.

DATE: 10/1/98

By: *Dan Herrmann*
Dan Herrmann
Vice President

STATE OF MINNESOTA)
)
COUNTY OF LYON)

On this 1st day of October, 1998, before me appeared Dan Herrmann, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of Schwan's Sales Enterprises, Inc., with authority to do so.



Alice Vroman
Notary Public

EXHIBIT A

<u>TRADEMARK/SERVICE MARK</u>	<u>REG./SERIAL #</u>	<u>GOODS/SERVICES</u>
BACK HOME™	75/259433	29-frozen entrees consisting primarily of meat or poultry & vegetables; meat loaf; processed meat; processed beef; processed seafood; processed potatoes; French fried potatoes; processed vegetables; meatballs; processed shrimp; and processed poultry; and
		30-salad dressing; lasagna; frozen entrees consisting primarily of pasta; ravioli; rice; pasta; biscuits; egg rolls; cheese garlic bread; wontons; potstickers; ice cream; frozen yogurt; frozen fruit pies; frozen pizza; corn dogs; cheese stuffed bread;
		macaroni and cheese; pre-cooked, ready-to-eat, frozen bread with meat, cheese, sauce, and/or vegetable filling; and frozen ice cream confections.
BACKHOME THERE'S GOOD FOOD WAITING FOR YOU SM & design	75-226947	39-home delivery service utilizing trucks
BACKHOME THERE'S GOOD FOOD WAITING FOR YOU™ & design	75/226948	29-frozen entrees consisting primarily of meat or poultry & vegetables; meat loaf; processed meat; processed beef; processed seafood; processed potatoes; French fried potatoes; processed vegetables; meatballs; processed shrimp; and processed poultry; and
		30-salad dressing; lasagna; frozen entrees consisting primarily of pasta; ravioli; rice; pasta; biscuits; egg rolls; cheese garlic bread; wontons; potstickers; ice cream; frozen yogurt; frozen fruit pies; frozen pizza; corn dogs; cheese stuffed bread;
		macaroni and cheese; pre-cooked, ready-to-eat, frozen bread with meat, cheese, sauce, and/or vegetable filling; and frozen ice cream confections.
BACKHOME SM	75/221035	42-home delivery service utilizing trucks
BACKHOME™	75/221036	29-frozen entrees consisting primarily of meat or poultry & vegetables; meat loaf; processed meat; processed beef; processed seafood; processed potatoes; French fried potatoes; processed vegetables; meatballs; processed shrimp; and processed poultry; and
		30-salad dressing; lasagna; frozen entrees consisting primarily of pasta; ravioli; rice; pasta; biscuits; egg rolls; cheese garlic bread; wontons; potstickers; ice cream; frozen yogurt; frozen fruit pies; frozen pizza; corn dogs; cheese stuffed bread;
		macaroni and cheese; pre-cooked, ready-to-eat, frozen bread with meat, cheese, sauce, and/or vegetable filling; and frozen ice cream confections.
BRUNCHETTS™	75/413337	30-tortilla shells with filling such as chicken, meats, pizza, or shrimp
CREATURE CREATIONS™	75/548916	30-frozen confections with candy pieces
"E-Z FIX" BURGER™	75/436989	29-frozen, fully-cooked, hamburger patties
FRESCHETTA BREADSTICK PIZZA™	75/383153	30-pizza
FRESCHETTA STUFF 'N RISE™	75/266462	30-pizza
FRESCHETTA™	75/239420	30-frozen bread dough and bread

EXHIBIT A

LARRY PICKS UP DINNER!™	75/199912	29-frozen processed potatoes
LARRY'S PICKS UP DINNER!™	75/199915	29-frozen processed potatoes
MAXWRAPS™	75/379806	30-tortillas filled with rice, vegetables, meats and/or sauce
MAXWRAPS™ & Design	75/413740	30-tortillas filled with rice, vegetables, meats and/or sauce
MICRO RISE™	75/262466	30-pizza
MINI MALTBALL MADNESS™	75/452435	30-ice cream
MINI PUPS™	75/222523	29-miniature frankfurters wrapped in batter
POUCHES™	75/511188	30-pre-cooked, ready-to-eat, frozen bread with meat, cheese, sauce and/or vegetable filling
PREZZAS!™	75/389268	30-pretzels filled with meat, cheese and sauce
QUICK GRABS™	75/257124	30-stuffed bread
RED BARON BREAKFAST POUCHES™	75/085883	30-pre-cooked, ready-to-eat, frozen bread with meat, cheese, sauce and/or vegetable filling
RED BARON LUNCH POUCHES™	75/085885	30-pre-cooked, ready-to-eat, frozen bread with meat, cheese, sauce and/or vegetable filling
RED BARON MEAL POUCHES™	75/085884	30-pre-cooked, ready-to-eat, frozen bread with meat, cheese, sauce and/or vegetable filling
RED BARON PIZZA POUCHES™	75/085882	30-pre-cooked, ready-to-eat, frozen bread with meat, cheese, sauce and/or vegetable filling
RED BARON POUCHES™	75/099541	30-pre-cooked, ready-to-eat, frozen bread with meat, cheese, sauce and/or vegetable filling
RED BARON PREMIUM POUCHES™	75/090651	30-pre-cooked, ready-to-eat, frozen bread with meat, cheese, sauce and/or vegetable filling
RED BARON STUFF 'N RISE™	75/261927	30-pizza
SCHWAN'S™	75/110989	29-frozen food products, namely, processed seafood; processed shrimp; processed fruits and vegetables; potatoes stuffed with sour cream, bacon pieces; pierogies; creamed chipped beef; beef tips and gravy; chicken and gravy; processed onion rings;
		entrees consisting primarily of meat or poultry and vegetables; processed poultry; cheese slices; processed cheese; vegetables entrees with pasta; meat or poultry and vegetables entrees with rice; and processed potatoes; and 30-frozen food products,
		namely, egg rolls; Mexican food products, namely, taquitos and tamales; prepared entrees consisting of meat, cheese, and/or vegetables on a corn-meal crust; pasta dishes with hamburger and tomato sauce; lasagna; ravioli; tortellini; pasta shells
		stuffed with cheese; pancakes; waffles; French toast sticks; cookie dough; cinnamon roll dough; fruit pies; ice cream-based desserts; apple flautas; ice cream confections; pasta entrees; sandwiches; pasta entrees with vegetables; rice entrees with meat
		or poultry and vegetables; pretzels stuffed with cheese or peanut butter and jelly; pasta; bread dough; bread, namely, cheese garlic bread and stuffed bread; and unpopped popcorn for preparation in a microwave oven.
SCHWAN'S™ & design	75/110990	29-frozen food products, namely, processed seafood; processed shrimp; processed fruits and vegetables; potatoes stuffed with sour cream, bacon pieces; pierogies; creamed chipped beef; beef tips and gravy; chicken and gravy; processed onion rings;

EXHIBIT A

		entrees consisting primarily of meat or poultry and vegetables; processed poultry; processed meat; cheese slices; processed cheese; vegetables entrees with pasta; meat or poultry and vegetables entrees with rice; and 30-frozen food products, namely, egg rolls; Mexican food products, namely, taquitos and tamales; prepared entrees consisting of meat, cheese, and/or vegetables on a corn-meal crust; pasta dishes with hamburger and tomato sauce; lasagna; ravioli; tortellini; pasta shells stuffed with
		stuffed with cheese; pancakes; waffles; French toast sticks; cookie dough; cinnamon roll dough; fruit pies; ice cream-based desserts; apple flautas; ice cream confections; pasta entrees; sandwiches; pasta entrees with vegetables; rice entrees with meat
		or poultry and vegetables; pretzels stuffed with cheese or peanut butter and jelly; pasta; bread dough; bread, namely, cheese garlic bread and stuffed bread.
SLICE OF THE BARON™	75/426283	30-pizza slices
SNAP 'N EAT™	75/436988	29-crab legs
TONY'S FUNSTUFF™	75/399158	30-pizza
TONY'S MICRO RISE™	75/262154	30-pizza
TONY'S SUPER RISE™	75/188588	30-pizza
TONY'S SUPER RISE™ & Design	75/199938	30-pizza
TONY'S SUPER RISE™ & Design	75/199937	30-pizza
TONY'S SUPER RISE™ & Design	75/202819	30-pizza
TONY'S TOASTER PIZZA™	75/157513	30-pre-cooked, ready-to-eat, frozen pizza crust filled with cheese, sauce and meat
A WALK IN THE BLACK FOREST®	2,170,208	30-ice cream
BARQUITO®	1,616,936	30-prepared entrees consisting of meat, cheese and/or vegetables on a corn meal crust
BIG SAM®	1,671,261	29-marinated ball-tip steak
BLAZIN'® & design	2,168,545	30-burritos
BRIGHT STARTS®	1,883,800	30-eggs, cheese & meat on a whole wheat crust and burritos
BRING THE BARON HOME TONIGHT!®	1,663,810	30-pizza
COLOR BURST®	2,168,569	30-frozen cookie dough
Design of a Swan®	1,621,497	30-ice cream
FAST BREAK®	1,918,955	30-frozen food products; namely, pizza, bagel dogs, burritos, egg rolls, corn dogs and calzone
FIESTADA®	1,916,683	30-frozen Mexican entree consisting primarily of chicken, beef, salsa, cheese, refried beans, peppers on a cornmeal crust.
FRESCHETTA BAKES & RISES® & Design	2,173,137	30-pizza
FRESCHETTA®	2,114,646	30-pizza, pasta, main dishes consisting primarily of pasta, and stuffed pasta shells
GOLD 'N' NUGIT®	1,570,035	30-food products for institutional use, namely on ice cream candy bar
GOLD 'N' NUGIT® (stylized)	1,570,036	30-food products, namely ice cream candy bar
GOURMET'S CHOICE®	1,326,492	30-candy
GOURMET'S CHOICE®	1,532,272	31-unpopped popcorn for preparation in a microwave oven
GOURMET'S CHOICE®	1,448,732	29-frozen processed fruits and vegetables
GOURMET'S CHOICE®	1,478,893	30-frozen ice cream confections
GOURMET'S CHOICE® (stylized)	1,486,323	30-frozen ice cream confections

EXHIBIT A

HAUGIN'S FARM®	1,225,205	29-processed meats
HAUGIN'S FARM®	1,915,231	29-sausage patties and links
HAUGIN'S PRIDE® & design	1,422,116	29-food products, namely beef
HEALTHFUL CREATIONS®	2,119,556	29-processed seafood
HEALTHY CREATIONS®	2,109,941	30-ice cream and frozen confections
LORI'S KITCHEN®	1,890,056	30-sandwiches
LORI'S KITCHEN®	1,859,841	29-soups; frozen entrees consisting primarily of meat or poultry and vegetables; creamed chip beef
LORI'S KITCHEN®	1,923,948	30-stuffed biscuits and bakery goods, namely, cinnamon rolls and cinnamon raisin biscuits
LORI'S KITCHEN®	1,396,006	30-frozen pasta entrees
LORI'S KITCHEN®	1,665,180	30-Mexican food products, namely, frozen beef chimichangas, beef enchiladas, supreme enchiladas and tamales
LORI'S KITCHEN® (stylized)	1,579,251	29-poultry
MEAT-TRIO®	1,629,340	30-pizza
OUR CUSTOMERS ARE PRIORITY ONE®	1,968,114	29-yogurt; and 30-frozen yogurt, ice cream, ice milk and sherbet
PAGODA CAFÉ®	2,116,701	30-egg rolls and Oriental dumplings
POCKITOS®	1,928,694	30-snack food; namely, poultry or meat, vegetables, cheese and spices enrobed in corn flour dough
QUIK TATERS®	1,496,009	29-frozen minced potatoes
RASPBERRY RUMBLE®	2,168,335	30-ice cream
RED BARON DELI POUCHES®	2,175,993	30-pre-cooked, ready-to-eat, frozen bread with meat, cheese, sauce and/or vegetable filling
RED BARON PASTRY POUCHES®	2,150,102	30-pre-cooked, ready-to-eat, frozen bread with meat, cheese, sauce and/or vegetable filling
RED BARON PREMIUM DEEP DISH SINGLES MICROWAVE® & Design	2,066,623	30-frozen pizza
RED BARON PREMIUM STEARMAN SQUADRON® & Design	1,922,577	41-providing live airshow exhibitions
RED BARON PREMIUM SUNRISE SINGLES®	2,135,151	30-frozen open-faced breakfast sandwich consisting of sausage and gravy or bacon and eggs on a flour-based crust
RED BARON PREMIUM®	2,089,034	30-pre-cooked, ready-to-eat, frozen bread with meat, cheese and/or vegetable filling
RED BARON PREMIUM® & Design	1,428,635	30-pizza
RED BARON ULTIMATE DEEP DISH®	1,925,702	30-pizza
RED BARON®	2,060,769	30-frozen open-faced breakfast sandwich consisting of sausage, gravy and cheese; bacon, eggs and cheese; or ham, eggs and cheese
RED BARON®	1,570,022	29-processed meat
RED BARON®	1,517,536	41-entertainment services, namely, participating in professional automobile races
RED BARON®	1,190,169	30-pizza
RENAISSANCE CAFE®	2,026,710	30-ravioli, pasta shells, tortellini, manicotti, cannelloni, pierogies, and lasagna
RISERS®	2,014,155	30-gravy, cheese, eggs, meat and vegetables on a frozen biscuit-style crust
SANCHOS®	1,423,128	30-beef and beans in tortillas

EXHIBIT A

SATISFY YOUR TASTE FOR ADVENTURE®	1,966,540	29-frozen entrees consisting primarily of meat or poultry & beans and/or cheese and/or vegetables; 30-pre-cooked, ready-to-eat frozen tortillas, wontons or bread with meat, cheese and/or vegetable filling; ravioli; tortellini; pizza; egg rolls; dumplings.
SCHWAN'S AMERICA'S "MOST CARED FOR" ICE CREAM®	1,602,616	30-ice cream
SCHWAN'S DELICIOUS FROZEN YOGURT® & design	1,918,225	30-frozen yogurt
SCHWAN'S DELICIOUS ICE CREAM® & design	1,401,460	30-ice cream
SCHWAN'S DELICIOUS LITE® & design	1,922,290	30-ice milk
SCHWAN'S MASTER SHOPPING GUIDE® & design	1,442,057	16-food product catalog
SCHWAN'S MEAL TIME®	2,097,487	16-food product catalog
SCHWAN'S PERSONAL POUCHES®	2,163,167	30-pre-cooked, ready-to-eat frozen bread with meat, cheese, sauce and/or vegetable filling
SCHWAN'S®	1,601,217	30-frozen ice milk, yogurt and sherbet, frozen ice cream confections, frozen yogurt confections, frozen ice milk confections, and frozen sherbet confections
SCHWAN'S®	1,270,916	29-processed meats
SCHWAN'S®	1,371,886	42-mobile retail food store services utilizing trucks
SCHWAN'S®	1,454,504	29-chicken, chili and cheese; and 30-pizza, bread, corn dogs, ice cream, chocolate topping, maple syrup, sandwiches consisting of ham & cheese, croissants, burritos, enchiladas; and 32-orange juice
SCHWAN'S® & design	1,190,856	29-milk
SCHWAN'S® (stylized)	1,626,445	42-mobile retail food store services utilizing trucks
SCHWAN'S® (stylized)	1,208,783	30-ice cream
SEAFARER'S CHOICE®	1,411,541	29-seafood
SEAFARER'S CHOICE® & design	1,606,555	29-seafood
SPECIAL RECIPE PIZZA®	1,612,231	30-pizza
SUNRISE MICROWAVE SINGLES®	1,851,605	30-pizza
T LINE® & Design	1,137,683	42-assisting retail food merchants in the planning of displays for frozen foods
THE PERFECT PASTA FOR EVERY OCCASION®	2,072,977	30-ravioli and tortellini
THE UNCOMMON COMPANY®	1,624,084	39-delivery of food products
TONY'S DEEP DISH® & Design	2,011,953	30-pizza
TONY'S DEEP DISH® & Design	2,011,944	30-pizza
TONY'S ITALIAN STYLE PASTRY PIZZA® (stylized letters)	1,319,678	30-pizza
TONY'S MICROWAVE PIZZA FOR ONE® (stylized letters)	2,148,236	30-pizza
TONY'S PERSONAL FRENCH BREAD PIZZA®	1,899,088	30-pizza
TONY'S PERSONAL GARLIC BREAD®	1,887,362	30-garlic bread
TONY'S PERSONAL PIZZA®	1,903,732	30-pizza
TONY'S PIZZA BOWL®	1,895,234	30-frozen pizza

EXHIBIT A

TONY'S PIZZA SERVICE THE DRIVING FORCE IN FROZEN PROFITS®	1,610,145	39-delivery service, namely, direct store delivery of frozen pizza and frozen ethnic entrees
TONY'S PIZZA SERVICE THE DRIVING FORCE IN FROZEN PROFITS® & Design	1,608,517	39-delivery service, namely, direct store delivery of frozen pizza and frozen ethnic entrees
TONY'S PIZZA®	1,122,497	30-pizza
TONY'S® & Design	2,020,684	30-pizza
TONY'S® & Design	2,020,683	30-pizza
TONY'S® & standing chef Design	1,321,113	30-pizza
TONY'S® & walking chef Design	1,255,465	30-food sold as products to be heated for human consumption, namely, pizza
TONY'S® (stylized letters)	1,393,348	25-wearing apparel, namely, caps, coats, sweaters, T-shirts, pants, shirts, and jackets
TONY'S® (stylized letters)	1,385,367	30-pizza
TOTAL QUALITY CERTIFIED BY THE EMPLOYEES OF SCHWAN'S OUR CUSTOMERS ARE PRIORITY ONE® & design	1,977,953	30-ice cream
TRIM CREATIONS®	1,691,808	30-frozen confections
TRIM CREATIONS®	1,966,677	32-frozen concentrates used in the preparation of fruit-flavored drinks containing water
VITA-SUN CITRUS DELIGHT®	2,103,922	32-concentrates used in the preparation of fruit-flavored drinks containing water
VITA-SUN®	1,294,809	32-concentrates used in the preparation of fruit-flavored drinks containing water
VITA-SUN® & design	1,601,271	32-concentrates used in the preparation of fruit-flavored drinks containing water
WE MAKE QUALITY DELICIOUS®	1,713,996	30-corn dogs
WONTON ROLLS® (stylized)	1,657,058	30-Oriental snacks consisting of beef, cheese and beans in an egg and flour wrap
WORLD CAFE® & Design	2,054,689	30-burritos consisting of beef & beans in a tortilla; chimichangas; pocket sandwiches consisting of poultry or meat, vegetables, cheese and spices enrobed in a corn-flour dough; Mexican pizza; egg rolls; potstickers; ravioli; tortellini; & crab rangoon.
WORLD CAFE® & Design	1,885,153	30-burritos consisting of beef & beans in a tortilla; chimichangas; pocket sandwiches consisting of poultry or meat, vegetables, cheese and spices enrobed in a corn-flour dough; Mexican pizza; egg rolls; potstickers; ravioli; tortellini; & crab rangoon.