

10-19-2000



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other _____

MED
9/08/00

Effective Date
Month Day Year
08 05 2000

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name SCHWAN'S SALES ENTERPRISES, INC.

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Minnesota

Receiving Party

Mark if additional names of receiving parties attached

Name Overhill Farms, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 5730 Uplander Way, Suite 201

Address (line 2) _____

Address (line 3) Culver City California 90230-6617

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Nevada

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

10/18/2000 NTHA11 00000307 1300816

01 FC:481 40.00 OP
02 FC:482 175.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text" value="1300816"/>	<input type="text" value="2192150"/>	<input type="text" value="2193529"/>
<input type="text" value="2193528"/>	<input type="text" value="1976052"/>	<input type="text" value="2071694"/>
<input type="text" value="1557055"/>	<input type="text" value="1555943"/>	<input type="text"/>
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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<input type="text" value="1300816"/>	<input type="text" value="2192150"/>	<input type="text" value="2193529"/>
<input type="text" value="2193528"/>	<input type="text" value="1976052"/>	<input type="text" value="2071694"/>
<input type="text" value="1557055"/>	<input type="text" value="1555943"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

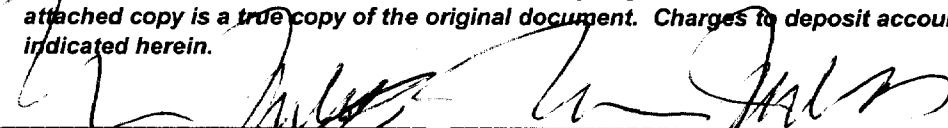
(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

 9/22/00

Name of Person Signing

Signature

Date Signed

MARVIN JUBAS

ASSIGNMENT OF TRADEMARK AND TRADEMARK APPLICATION

1. Schwan's IP, LLC (hereinafter referred to as "Schwan's", a Minnesota corporation whose address is 115 West College Drive, Marshall, MN 56258, is the owner of the United States trademarks and registrations listed herein.

2. Overhill Farms, Inc. (hereinafter referred to as "Overhill"), a Nevada corporation whose address is 5730 Uplander Way, Suite 201, Culver City, California 90230-6617, pursuant to an Asset Purchase Agreement of even date herewith, wishes to acquire all right, title and interest in the United States trademarks and registrations listed below, and Schwan's desires to assign, convey and transfer all of its rights in and to the United States trademarks and registrations to Overhill.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Schwan's, through its affiliate SSE Manufacturing, Inc., does hereby assign, conveys and transfer to Overhill all of its right, title and interest in and to the United States trademarks and registrations, together with the goodwill of the trademarks symbolized by the below-identified United States trademarks and registrations.

MarkReg. No.Registered

CHICAGO BROTHERS CHEFMASTER PREMIER ENTREES [®]	1,976,052	05/28/96
CHICAGO BROTHERS [®] & Design	2,193,528	10/06/98
CHICAGO BROTHERS [®] & Design	2,193,529	10/06/98
CHICAGO BROTHERS [®] & Design	2,192,150	09/29/98
CHICAGO BROTHERS [®]	1,300,816	10/16/84
FLORENCE PASTA & CHEESE [®] & Design	1,557,055	09/19/89
FLORENCE PASTA & CHEESE [®]	1,555,943	09/12/89
FLORENCE [®]	2,071,694	06/17/97

Executed this 5th day of August, 2000.

SCHWAN'S IP, LLC

By: Donald Miller
Name:
Its: President
CEO

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On August 5, 2000, before me, the undersigned, a Notary Public in and for said State, personally appeared Donald Miller, personally known to me on the basis of satisfactory evidence to be the person who executed the within instrument as the CEO of Schwan's IP, LLC, the corporation that executed the within instrument and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its Board of Directors.

WITNESS my hand and official seal.



Jennifer Jo Otto