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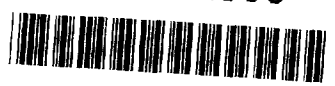


10-26-2000

U.S. Patent & TMOfo/TM Mail Rcpt Dt. #59

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

original documents or copy thereof.

1. Name of conveying party(ies): 10-26-00
 Schwan's Sales Enterprises, Inc.
 115 West College Drive
 Marshall, MN 56258

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

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

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 MN
 Other _____

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: October 11, 2000

4. Application number(s) or patent number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
1,810,989
2,234,316

Additional numbers attached? Yes No

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

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

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Jennifer "Joey" Otto
 Internal Address: _____

 Street Address: 115 West College Drive

 City: Marshall State: MN ZIP: 56258

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.

Jennifer Otto Jennifer Otto 10/26/00
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 9

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

TRADEMARK
 REEL: 002177 FRAME: 0279

ASSIGNMENT OF TRADEMARK/SERVICE MARK REGISTRATIONS

WHEREAS, Schwan's Sales Enterprises, Inc., a Minnesota 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 and made a part hereof which are registered in the United States Patent and Trademark Office under the registration numbers 1,810,989 and 2,234,316; and

WHEREAS, Schwan's IP, LLC, a limited liability corporation 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 11, 2000.

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: October 26, 2000

By: [Signature]
David M. Paskach
Secretary

STATE OF MINNESOTA)
)
COUNTY OF LYON)

On this 26 day of October, 2000, before me appeared David M. Paskach, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of Schwan's IP, LLC, with authority to do so.

[Signature]
Notary Public

