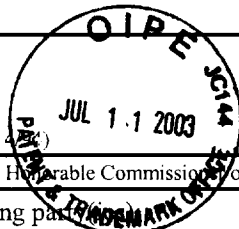


08-08-2003

OMB No. 0651-0011 (exp. 4/94)



102519729

To the Honorable Commissioner of Patents and Trademarks, Trademark Office, Washington, D.C. Documents or copy thereof.

1. Name of conveying party
Mrs. Smith's Brands, Inc. **7-11-03**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of S. Carolina
 Other _____

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

2. Name and address of receiving party(ies)
Name: The Schwan Food Company
Street Address: 115 West College Drive
City: Marshall State: MN ZIP: 56258

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 24, 2003

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) 76/442,415; 76/553,538

B. Trademark Registration No.(s) 1,226,794; 1,249,177;

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Michael J. Kroll
Internal Address: Dorsey & Whitney LLP
Street Address: Suite 1500, 50 South Sixth Street
City: Minneapolis State: MN ZIP: 55402-1498

6. Total Number of applications and registrations involved: 33

7. Total fee (37 CFR 3.41). \$840.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
04-1420
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Michael J. Kroll [Signature] July 8, 2003
Name of person Signing Signature Date

Total number of pages comprising cover sheet: 2

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

08/07/2003 6T0M11 00000144 76442415

01 FC:8521 40.00 00
02 FC:8522 000.00 00

Mail Stop Assignment Recordation Services
Director of the United States Patent and Trademark Office
PO Box 1450
Alexandria, Virginia 22313-1450

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

Additional Reg. Nos.

1,293,087
789,525
786,887
791,923
1,276,935
1,276,937
1,696,347
1,034,002
1,359,506
2,228,766
2,077,415
653,166
1,784,321
1,897,641
1,254,661
1,079,974
2,113,973
2,184,100
1,243,003
1,332,457
2,111,642
2,198,664
2,052,338
2,054,600
2,043,301
2,515,733
2,067,831
2,541,573
817,477

TRADEMARK ASSIGNMENT AGREEMENT

WHEREAS, MRS. SMITH'S BRANDS, INC., a South Carolina corporation having its principal place of business at 2855 Rolling Pin Lane, Suwanee, Georgia 30024 (hereinafter "ASSIGNOR"), is the owner of all right, title and interest in the trademarks, trade names, service marks, designs and logos, and applications or registrations for such trademarks, trade names, service marks, designs, logos, characters and personas described on Exhibit A hereto and incorporated in this assignment by this reference (collectively, the "Trademarks"), which Trademarks have been adopted and are being used by Mrs. Smith's Bakeries, LLC, a Georgia limited liability company, in its businesses pursuant to a license from ASSIGNOR; and

WHEREAS, THE SCHWAN FOOD COMPANY, a Minnesota corporation having its principal place of business at 115 West College Drive, Marshall, MN 56258 (hereinafter "ASSIGNEE"), is desirous of obtaining the entire right, title and interest in, to and under the Trademarks pursuant to the terms of that certain Asset Purchase Agreement dated January 29, 2003, among Assignee, Flowers Foods, Inc., a Georgia corporation, and Mrs. Smith's Bakeries, LLC;

1. NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR by these presents does hereby sell, assign, transfer, convey and set over, unto the said ASSIGNEE, for its own use and benefit, and for the use and benefit of its successors, legal representatives and assigns, the entire right, title and interest of ASSIGNOR in and to the Trademarks (which shall include, without limitation, all applications for registration pending before the United States Patent and Trademark Office) and the exclusive right to bring and maintain actions for - - and to settle, release, and compromise claims for - - past, present and future actions or occurrences related to the Trademarks, including, but not limited to, actions for trademark infringement, dilution or unfair competition.

2. ASSIGNOR further does hereby sell, assign, transfer, convey and set over unto the ASSIGNEE for its own use and benefit, and for the use and benefit of its successors, legal representatives and assigns, the entire right, title and interest of ASSIGNOR in and to the goodwill of the Trademarks and of ASSIGNOR'S business connected with the use thereof and symbolized by the Trademarks.

3. ASSIGNOR agrees that, upon request and without further consideration, it will sign all lawful papers, make all rightful oaths and generally provide such assistance as may be reasonably requested by ASSIGNEE in perfecting and recording title to the Trademarks. ASSIGNEE shall bear all responsibility and expense for preparing all additional instruments of assignment or transfer, recording any such instruments of assignment or transfer, and any fee or tax levied thereon, and ASSIGNEE shall bear all prosecution and maintenance costs incurred with respect to the Trademarks, after the date of this Agreement.

4. Except as otherwise expressly provided herein, no obligation is hereby assumed by either ASSIGNOR or ASSIGNEE to maintain, prosecute, enforce or litigate, file, assert or defend the Trademarks.

IN WITNESS WHEREOF, ASSIGNOR and ASSIGNEE have caused these presents to be signed by their respective officers thereunto duly authorized, effective the ___ day of _____, 2003.

"ASSIGNOR":

MRS. SMITH'S BRANDS, INC.

By: Stephen R. [Signature]
Name: _____
Title: _____

"ASSIGNEE":

THE SCHWAN FOOD COMPANY

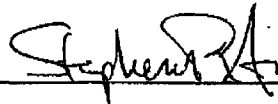
By: _____
Name: _____
Title: _____

4. Except as otherwise expressly provided herein, no obligation is hereby assumed by either ASSIGNOR or ASSIGNEE to maintain, prosecute, enforce or litigate, file, assert or defend the Trademarks.

IN WITNESS WHEREOF, ASSIGNOR and ASSIGNEE have caused these presents to be signed by their respective officers thereunto duly authorized, effective the ___ day of _____, 2003.

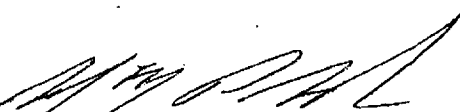
"ASSIGNOR":

MRS. SMITH'S BRANDS, INC.

By: 
Name: _____
Title: _____

"ASSIGNEE":

THE SCHWAN FOOD COMPANY

By: 
Name: David M. Paskach
Title: Secretary

**EXHIBIT A
TO
TRADEMARK ASSIGNMENT AGREEMENT**

UNITED STATES REGISTRATIONS

<i>Trademark</i>	<i>Registration</i>	<i>Int'l Class(es)</i>	<i>Description of Goods</i>	<i>Registration Date</i>	<i>Expiration Date</i>
BATTER MAGIC	1,226,794	29	Batter Coated Frozen and Canned Vegetables, namely Cauliflower, Zucchini, Squash, and Mushrooms	02/08/83	02/08/03
FROM THE HEART OF THE SWEET POTATO and Design	1,249,177	29	Yam Patties	08/23/83	08/23/03
KWIK-BAKE	1,293,087	30	Pre-baked, frozen breads and rolls	09/04/84	09/04/04
MIRACLE BAKE	789,525	6	Pie Plates Containing Packaged Frozen Pies Ready for Baking	05/18/65	05/18/05
MRS. SMITH'S	786,887	30	Bakery Products - Namely, Frozen Pies	03/16/65	03/16/05
MRS. SMITH'S AND DESIGN	791,923	30	Bakery Products - Namely, Frozen Pies, Cakes, and Pretzels	06/29/65	06/29/05
MRS. SMITH'S and Design	1,276,935	30	Bakery Goods, Frozen Pies	05/08/84	05/08/04
MRS. SMITH'S	1,276,937	29	Vegetable Based Non-Dairy Whipped Topping	05/08/84	05/08/04
MRS. SMITH'S (Stylized Letters)	1,696,347	30	Bakery Products, Namely Pies	06/23/92	06/23/12
OREGON FARMS	1,034,002	30	Frozen Bakery Products	02/17/76	02/17/06
OREGON FARMS and Design	1,359,506	30	Frozen Bakery Goods	09/10/85	09/10/05
ORONOQUE	2,228,766	30	Frozen Pie Crusts	03/02/99	03/02/09

<i>Trademark</i>	<i>Registration</i>	<i>Int'l Class(es)</i>	<i>Description of Goods</i>	<i>Registration Date</i>	<i>Expiration Date</i>
ORCHARDS and Design					
PET RITZ	2,077,415	30	Frozen Unfilled Pie Shells; Frozen Unfilled Tart Shells	07/08/97	07/08/07
PET RITZ	653,166	30	Frozen Fruit and Berry Pies	10/15/57	10/15/07
PIES, INC. and Design	1,784,321	30	Bakery Products; Namely, Pies, and Cobblers	07/27/93	07/27/03
POUR-A-QUICHE	1,897,641	29	Dairy Based Quiche Filling Mixture	06/06/95	06/06/05
PREMIUM PAK and Design	1,254,661	29	Frozen Vegetables, Namely, Irish Potatoes, Stew Vegetables, International Vegetables, Turnip Greens, Speckled Butter Beans, Green Beans, Southern Peas, Okra, Squash, Carrots, Broccoli, and Cauliflower	10/18/83	10/18/03
STILWELL and Design	1,079,974	29 and 30	Class 29 -Frozen Fruits, Frozen Vegetables, and Canned Vegetables. Class 30 - Frozen Bakery Goods and Frozen Hush Puppies	12/20/77	12/20/07

<i>Trademark</i>	<i>Registration</i>	<i>Int'l Class(es)</i>	<i>Description of Goods</i>	<i>Registration Date</i>	<i>Expiration Date</i>
STILWELL	2,113,973	29 and 30	Class 29 - Breaded and Battered Vegetables. Class 30 - Pie Shells and Cobblers	11/18/97	11/18/07
STILWELL	2,184,100	29 and 30	Class 29 - Frozen Fruits, Frozen Vegetables, Processed Vegetables, Battered Mozzarella Sticks. Class 30 - Frozen Bakery Goods and Frozen Hush Puppies	08/25/98	08/25/08
SUNBELT	1,243,003	29	Frozen Vegetables, Namely, Turnip Greens	06/21/83	06/21/03
THRIFTY HOUSE and Design	1,332,457	29 and 30	Class 29 - Frozen Fruits & Vegetables - Namely, Blackberries, Melon Balls, Cherries, Strawberries, Blueberries, Peaches, Broccoli, Brussels Sprouts, Cauliflower, Collards, Beans, Peas, Spinach, Mixed Vegetables, Breaded Vegetables, such as Okra, Mushrooms and Squash. Class 30 - Bread and Sweet Bakery Goods	04/23/85	04/23/05
TOP OF THE TREE BAKING COMPANY	2,111,642	30	Baked goods, namely apple pies	11/11/97	11/11/07
EAT MO' PIE!	2,198,664	30	Pies	10/20/98	10/20/08
MADE MY GREAT GRANDMA'S WAY!	2,052,338	30	Baked goods, namely apple pies	04/15/97	04/15/07
GORDON'S TOP OF THE TREE APPLE	2,054,600	30	Baked goods, namely apple pies	04/22/92	04/22/07

<i>Trademark</i>	<i>Registration</i>	<i>Int'l Class(es)</i>	<i>Description of Goods</i>	<i>Registration Date</i>	<i>Expiration Date</i>
PIES					
TOP OF THE TREE GORDON'S APPLE PIES	2,043,301	30	Baked goods, namely apple pies	03/11/97	03/11/07
MRS. SMITH'S A BAKERY FULL OF SOLUTIONS	2,515,733	30	Bakery Products	12/04/01	12/04/11
THE TASTE THAT TAKES YOU HOME	2,067,831	30	Pies	06/03/97	06/03/07
U BAKERY & Design	2,541,573	16 & 41	Printed instructional material related to use of bakery products and desserts for the restaurant, hospitality and food service industries; educational services, namely providing instructional classes, seminars, conferences, workshops related to use of bakery products and desserts for the restaurant, hospitality and food service industries	02/19/02	02/19/12
MELLO-RICH	0,817,477	30	Bakery products, namely, fruit cream, custard, cheese, and mince pies	10/25/66	10/25/06

UNITED STATES TRADEMARK APPLICATIONS

U.S. Ser. No. 76/442,415 filed on August 22, 2002, for the mark MRS. SMITH'S GRAND FINALES for "pies, cakes and frozen desserts."

U.S. Ser. No. 75/553,538 filed on September 16, 1998 for the mark MRS. SMITH'S TOASTER BAKERY for "frozen pastries."

CANADIAN TRADEMARK REGISTRATIONS

<i>Trademark</i>	<i>Registration</i>	<i>Int'l Class(es)</i>	<i>Description of Goods</i>	<i>Registration Date</i>	<i>Expiration Date</i>
FARM SCENE and Design	TMA367823	29 and 30	Soups and Cakes	04/20/90	04/20/05
MRS. SMITH'S and Design	TMA163593	30	Bakery Goods, namely Pies, Cakes and Pretzels	06/27/69	06/27/14
MRS. SMITH'S	TMA242933	30	Bakery Goods namely, pies, cakes and pretzels	04/11/80	04/11/10
MRS. SMITH'S and Design	TMA333566	30	Frozen Pies	10/30/87	10/30/02
MRS. SMITH'S and Design	TMA333714	30	Frozen Pies	10/30/87	10/30/02
MRS. SMITH'S and Design	TMA336319	30	Frozen Pies	01/22/88	01/22/03
MRS. SMITH'S and Design	TMA336320	30	Frozen Pies	01/22/88	01/22/03
MRS. SMITH'S and Design	TMA336321	30	Frozen Pies	01/22/88	01/22/03
MRS. SMITH'S and Design	TMA336322	30	Frozen Pies	01/22/88	01/22/03
MRS. SMITH'S and Design	TMA336323	30	Frozen Pies	01/22/88	01/22/03
MRS. SMITH'S and Design	TMA336324	30	Frozen Pies	01/22/88	01/22/03
MRS. SMITH'S and Design	TMA336325	30	Frozen Pies	01/22/88	01/22/03
MRS. SMITH'S and Design	TMA336326	29	Frozen Pies	01/22/88	01/22/03
MRS. SMITH'S and Design	TMA411813	30	Frozen Pies	04/30/93	04/30/08

<i>Trademark</i>	<i>Registration</i>	<i>Int'l Class(es)</i>	<i>Description of Goods</i>	<i>Registration Date</i>	<i>Expiration Date</i>
MRS. SMITH'S Pie in Minutes	TMA319874	30	Food Products, Namely Pies	10/24/86	10/24/16
OREGON FARMS	TMA381607	29, 30	Soups and Cakes	03/15/91	03/15/06
STILWELL	TMA492645	29	Frozen Fruits Namely Blackberries, Cherries, Peaches, Strawberries, and Blueberries	04/08/98	04/08/13

OTHER FOREIGN TRADEMARK REGISTRATIONS

<i>Trademark</i>	<i>Registration and Country</i>	<i>Int'l Class(es)</i>	<i>Description of Goods</i>	<i>Registration Date</i>	<i>Expiration Date</i>
MRS. SMITH'S	978486; Community Trademark	16, 29 and 30	Paper, cardboard and goods made from these materials, not included in other classes; printed matter; bookbinding material; photographs; stationery; adhesives for stationery or household purpose; artist' materials; paint brushes; typewriters and office requisites (except furniture); instructional and teaching material (except apparatus); plastic materials for packaging (not included in other classes); playing cards; printers' type; printing blocks; publications and printed matter; namely, booklets, pamphlets, leaflets and brochures concerning the company's products; meat, fish, poultry and game; meat extracts; preserved, dried and cooked fruits and vegetables; jellies, jams, fruit sauces; eggs, milk and milk products; edible oils and fats; vegetable oil-based non-dairy whipping topping, excluding salty	Last Full Publication -08/16/99	11/05/08

<i>Trademark</i>	<i>Registration and Country</i>	<i>Int'l Class(es)</i>	<i>Description of Goods</i>	<i>Registration Date</i>	<i>Expiration Date</i>
			snacks; coffee, tea, cocoa, sugar, rice, tapioca, sago, artificial coffee; flour and preparations made from cereals, bread, pastry and confectionery not being candy; ices not being candy; honey, treacle; yeast, baking-powder; salt, mustard; vinegar, sauces (condiments); spices; ice; bakery goods; frozen pies; cakes, quiche and crepes with and without meat; <u>excluding salty snacks</u>		
OREGON FARMS	2719143; Japan	5, 29, 30, 31, 32	All goods in each class	01/31/97	01/31/07
STILWELL	2612991; Japan	5, 29, 30, 31, 32	All goods in each class	12/24/93	12/14/03
MRS. SMITH'S and Design	B1133922; U.K.	29	Frozen Foodstuffs Included in Class 29, But not Including Frozen Foodstuffs Consisting Wholly or Principally of Potatoes	Application Date - 05/17/80	05/17/11
MRS. SMITH'S and Design	B1133923; U.K.	30	Frozen Food Stuffs Included in Class 30, But not Including Potato Based Products	Application Date - 05/17/80	05/17/11
MRS. SMITH'S and Design	1178651; U.K.	29	Frozen Food Stuffs Included in Class 29, But not Including Frozen Foodstuffs Consisting Wholly or Principally of Potatoes	Application Date - 05/17/80	05/17/11
MRS. SMITH'S and Design	1178652; U.K.	30	Frozen Foodstuffs Included in Class 30	Application Date - 07/16/82	07/16/03

<i>Trademark</i>	<i>Registration and Country</i>	<i>Int'l Class(es)</i>	<i>Description of Goods</i>	<i>Registration Date</i>	<i>Expiration Date</i>
MRS. SMITH'S & Design	660,969; Mexico	29	coffee, tea, cocoa, sugar, rice, tapioca, starch, products made of coffee; flours and mixtures made with cereals, bread, sweets, cakes, ice creams; honey, molasses syrup; yeast; powders; salt, mustard; vinegar; sauces (seasoning); herbs, ice; in particular products to bake pies, cakes and pasta.	06/27/00	06/27/10
POUR-A- QUICHE	483,950; Mexico	30	meat, fish, poultry and hunting meat; meat extract; preserved, dried and cooked fruit and vegetables; jellies, jam; eggs, milk and dairy products; cooking oils and fats; dressings for salads; preserved food.	02/09/95	02/09/05

UNREGISTERED TRADEMARKS

- ◆ OOOO-LA-LA
- ◆ GORDON'S TOP OF THE TREE APPLESAUCE
- ◆ TOP OF THE TREE GORDON'S APPLESAUCE
- ◆ GORDON'S APPLESAUCE
- ◆ GRAND FINALES
- ◆ ITS HIP TO FLIP
- ◆ FLIP-IT CAKES
- ◆ TASTEFUL INTERLUDES
- ◆ SENSATIONAL SEASONS
- ◆ MAKE IT SPECIAL
- ◆ YES, IT'S THAT GOOD

CHARACTERS AND PERSONAS

- ◆ THE PIE GUY
- ◆ GORDON THE 6-FOOT 9-INCH PIE GUY
- ◆ GORDON THE PIE GUY
- ◆ GORDON THE PIEMAN