

08-20-2003

FORM PTO 1594
(Rev. 6-93)

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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

102530364

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Flowers Foods, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - Georgia
 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 - 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): 76/488,166

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

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: 1

7. Total fee (37 CFR 3.41). \$40.00

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)

AUG 18 AM 8:55
 P/R/FINANCE

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
Name of person Signing

M. Kroll
Signature

Aug. 14, 2003
Date

Total number of pages comprising cover sheet: 1

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

Do not detach this portion

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

08/19/2003 6TDN11 00000081 76488166

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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.

ASSIGNMENT OF TRADEMARK AND TRADEMARK APPLICATION

WHEREAS, FLOWERS FOODS, INC., a Georgia corporation having its principal place of business at 1919 Flowers Circle, US Highway 19 South, Thomasville, GA 31757 (hereinafter "ASSIGNOR"), is the owner of all right, title and interest in the trademark FLIP IT, as used for a type of cake (the "Trademark") and the United States application for trademark registration currently pending in the United States Patent and Trademark Office indicated on Schedule A attached hereto (the "Application");

WHEREAS, the Trademark is associated with the assets and business to be transferred to THE SCHWAN FOOD COMPANY, a Minnesota corporation having its principal place of business at 115 West College Drive, Marshall, MN 56258 (hereinafter "ASSIGNEE"), pursuant to that certain Asset Purchase Agreement, dated January 29, 2003, by and among ASSIGNEE, ASSIGNOR, and Mrs. Smith's Bakeries, LLC, a Georgia limited liability company; and

WHEREAS, ASSIGNEE is desirous of obtaining, and ASSIGNOR is willing to assign, the entire right, title and interest in and to both the Trademark and the Application;

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 Application and the Trademark 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 Application and/or the Trademark, including, but not limited to, actions for trademark infringement, dilution or unfair competition.

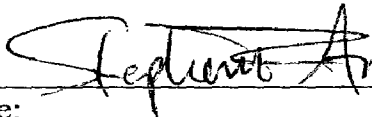
2. ASSIGNOR further does hereby sell, assign, transfer, convey and set over unto the ASSIGNEE for its own use and benefit, and for the use and benefit of its successors, legal representatives and assigns, the entire right, title and interest of ASSIGNOR in and to the goodwill of the Trademark and of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

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 Application and/or the Trademark. 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 Application and/or the Trademark, after the date of this Agreement.

IN WITNESS WHEREOF, ASSIGNOR and ASSIGNEE have caused these presents to be signed by their respective officers thereunto duly authorized, effective the 24 day of April, 2003.

"ASSIGNOR":

FLOWERS FOODS, INC.

By: 
Name: _____
Title: _____

"ASSIGNEE":

THE SCHWAN FOOD COMPANY

By: _____
Name: _____
Title: _____

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":

FLOWERS FOODS, INC.

By: _____
Name: _____
Title: _____

"ASSIGNEE":

THE SCHWAN FOOD COMPANY

By: 
Name: David M. Paskach
Title: Secretary

Schedule 1

United States Trademark Applications

U.S. Serial No. 76/488166 filed on February 7, 2003 for the mark FLIP IT for "baked goods, namely cakes."

ATI-2051483v3

RECORDED: 08/18/2003

TRADEMARK
REEL: 002804 FRAME: 0911