

FORM PTO-1594  
(Rev 10/02)  
OMB No 0651-0027 (exp 6/30/2005)  
M&G 14066 117/119-US-01

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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

1 Name of conveying party(ies):  
**Edwards Holding Corp.**

Individuals  
 General Partnership  
 Corporation-State of Delaware  
 Other: \_\_\_\_\_

Association  
 Limited Partnership

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

2 Name and address of receiving party(ies)  
**Edwards Baking Company  
6875 Jimmy Carter Blvd., Suite 3200  
Norcross, Georgia 30071-1248**

Individual(s) citizenship  
 General Partnership  
 Corporation-State of Georgia  
 Other: \_\_\_\_\_

Association  
 Limited Partnership

If assignee is not domiciled in the United States, a domestic representative designation is attached  
 Yes  No  
(Designations must be separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment  
 Security Agreement  
 Other: \_\_\_\_\_

Merger  
 Change of Name

Execution Date: **October 3, 2002**

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

A. Trademark Application No.(s)/ Mark(s)  
**76/366273 - HEIDI'S GOURMET  
DESSERTS & Design**

B. Trademark Reg. No (s)/Mark(s)  
**2,601,083 - WESTERN COUNTRY  
& Design**

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: **Gregory C. Golla**  
Address: **MERCHANT & GOULD P.C.  
P.O. Box 2910  
Minneapolis, MN 55402-0910**

6. Total number of applications and trademarks involved: **2**

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

8. Please charge any additional fees or credit any overpayments to our Deposit account number: **13-2725**

DO NOT USE THIS SPACE

9. Signature:  
**Gregory C. Golla**  
Name of Person Signing

  
Signature

**8/26/04**  
Date

Total number of pages including cover sheet, attachments, and document **3**

Do not detach this portion

Mail documents to be recorded with required cover sheet information to  
Commissioner of Patent & Trademarks, Box Assignments  
Director of the United States Patent and Trademark Office  
Washington, D.C. 20231

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**ARTICLES OF MERGER  
OF  
EDWARDS HOLDING CORP.  
INTO  
EDWARDS BAKING COMPANY**

The undersigned hereby certifies as follows:

1. Pursuant to a Plan of Reorganization and Merger attached as Exhibit A, Edwards Holding Corp. ("EHC"), a Delaware corporation, shall be merged with and into Edwards Baking Corporation ("EBC"), a Georgia corporation.

2. The merger shall be effective as of the close of business on December 31, 2002.

Dated: October 3, 2002

**EDWARDS HOLDING CORP.**

By:   
Name: Brian R. Sattler  
Title: Secretary

2002 OCT 21 PM

**EXHIBIT A**

**PLAN OF REORGANIZATION  
AND  
MERGER  
OF  
EDWARDS HOLDING CORP.  
INTO  
EDWARDS BAKING COMPANY**

This Plan of Reorganization and Merger sets forth the terms of the reorganization and merger (the "Reorganization") of Edwards Holding Corp., a Delaware corporation ("EHC"), into Edwards Baking Company, a Georgia corporation ("EBC").

1. EHC shall merge into EBC effective as of the close of business on December 31, 2002 (the "Effective Date"), with the result of the Reorganization being that the separate existence of EHC would cease and EBC would become the surviving company.
2. On the Effective Date, the Articles of Incorporation of EBC shall be amended to provide to change the corporate name to "Edwards Fine Foods, Inc."
3. On the Effective Date, EHC shall transfer all of its shares of common stock of EBC to EBC in exchange for an equal number of new shares of common stock of EBC. Immediately thereafter, EHC shall distribute its new shares of EBC to its sole shareholder, Schwan's Sales Enterprises, Inc., in exchange for all of the outstanding stock of EHC, which shall be cancelled.
4. The Reorganization is intended to constitute a tax-free reorganization pursuant to Section 368 of the Internal Revenue Code of 1986, as amended (the "Code"), and this Plan of Reorganization and Merger is intended to constitute a "plan of reorganization" as described in the Treasury Regulations promulgated under Section 368(a)(1)(D) of the Code.