

Form PTO-1594 (Rev. 03/05)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

7964-5 (1)

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):
Awrey Bakeries, Incorporated

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

Citizenship (see guidelines) _____
Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)
Additional names, addresses, or citizenship attached? Yes No

Name: ABI II LLC
Internal Address: _____
Address: _____
Street Address: 5 Revere Drive
City: Northbrook
State: IL
Country: US Zip: 60062

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other LLC Citizenship Delaware

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)

3. Nature of conveyance /Execution Date(s) :
Execution Date(s) August 14, 2005

Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) _____
B. Trademark Registration No.(s) _____

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Laura Konrath
Internal Address: Winston & Strawn LLP
33rd Floor
Street Address: 35 W. Wacker Dr.
City: Chicago
State: IL Zip: 60601
Phone Number: (312) 558-6352
Fax Number: (312) 558-5700
Email Address: lkonrath@winston.com

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 190.00

Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 232428
Authorized User Name LKonrath@winston.com

9. Signature: [Signature] Date: 10/19/05

Laura Konrath Signature
Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1458, Alexandria, VA 22313-1450

CH \$190.00 232428 2139090

Continuation
Item 4

Exhibit A

Awrey Bakeries, Inc.

Schedule 13(b) – Intangibles

The Seller maintains approximately 200 unregistered recipes and formulations that are used in its daily production. In addition it utilizes the following registered and unregistered Trademarks and names:

Registered marks and names:

AWREY'S AMERICA'S HOMETOWN BAKERY & Design (U.S. Reg. 2,139,090).

1 Bakery goods, namely, bread, cakes, croissants, biscuits, buns, rolls, donuts, muffins, cookies, pastries and pies.

FIRST USE: 19961202.

FIRST USE IN COMMERCE: 19961202

ISSUE:

AWREY'S AMERICA'S HOMETOWN BAKERY (Stylized Letters) (U.S. Reg.

2,135,954) Bakery goods, namely, bread, cakes, croissants, biscuits, buns, rolls, donuts, muffins, cookies, pastries and pies.

FIRST USE: 19961202.

FIRST USE IN COMMERCE: 19961202

AWREY'S (Stylized Letters) (U.S. Reg. 2,134,523) Bakery goods, namely,

2 bread, cakes, croissants, biscuits, buns, rolls, donuts, muffins, cookies, pastries and pies.

FIRST USE: 19961202.

FIRST USE IN COMMERCE: 19961202

GRANDE MUFFIN (Stylized Letters)(U.S. Reg. 1,544,733) A bakery product, namely, muffins.

FIRST USE: 19880509.

FIRST USE IN COMMERCE: 19880509

Miscellaneous Design (Donut Man)(U.S. Reg. 1,529,925) Bakery goods,

5 namely, bread, cakes, croissants, biscuits, dinner rolls, donuts, muffins, cookies, pastries and pies FIRST USE: 19880511.

FIRST USE IN COMMERCE: 19880512

Miscellaneous Design (Windmill)(U.S. Reg. 1,560,044) Bakery products,

6 namely, bread, cakes, pies, pastries, including danish pastries, rolls, buns, cookies and croissants, biscuits, donuts, muffins, and bread

Trademark and Trade Name Assignment Agreement

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HONIGMAN

TRADEMARK
REEL: 003212 FRAME: 0716

sticks, pretzels, and corn chips, chocolate for eating purposes and candy.

FIRST USE: 19880317.

FIRST USE IN COMMERCE: 19880317

—
AWREY (word mark)(U.S. Reg. 860,237)

7 Bakery products-namely, bread, cakes, pies, pastries, rolls, buns, cookies and biscuits, donuts, muffins, and bread sticks; potato chips, pretzels and corn chips; chocolate for eating purposes and candy.

FIRST USE: 19120201.

FIRST USE IN COMMERCE: 19630605

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Unregistered marks and names:

MARQUISE (Stylized Letters) – Bakery products, namely, cakes and danish.

BILL KNAPPS (Stylized Letters) – Double Chocolate Cake

TRADEMARK AND TRADE NAME ASSIGNMENT AGREEMENT

Awrey Bakeries, Incorporated, a Michigan corporation with an address at 12301 Farmington Road, Livonia, Michigan 48150, as Debtor in Case No. 05-43106, United States Bankruptcy Court, Eastern District of Michigan, Southern Division ("Assignor"), wishes to assign to ABI II LLC, a Delaware limited liability company with an address at 5 Revere Drive, Suite 300, Northbrook, Illinois 60062 ("Assignee") Assignor's entire right, title and interest in and to the following:

- (a) all trademark and service mark registrations and applications owned by Assignor in the U.S. Patent and Trademark Office, and in the Patent and Trademark Offices of any state in the U.S. and/or any foreign country;
- (b) the common law trademarks used on and in connection with all of Assignor's goods and services, including with the manufacture, distribution, advertising and promotion of said goods and services;
- (c) any and all rights and privileges provided under the trademark and other laws of the U.S.A., the individual states thereof and jurisdictions foreign thereto with respect to the foregoing; the goodwill of the business in which the marks are used; and any and all renewals thereof, together with the right to bring suit and collect for past infringements thereof (collectively, items (a), (b) and (c), the "Trademark Rights"); and
- (d) including, without limitation, those Trademark Rights set forth on Exhibit A hereto.

In view of the payment of Ten dollars and 00/100 (\$10.00), and other legally sufficient and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Assignor, effective as of the date hereof, Assignor does hereby irrevocably assign and transfer to Assignee, any and all right, title and interest of Assignor in and to the Trademark Rights throughout the world. Assignor shall, without further consideration, and without cost to Assignor, execute any additional documents as may be reasonably requested by Assignee to prove and record this Assignment.

Notwithstanding anything in this Assignment to the contrary, the terms and provisions of the Purchase Agreement shall control the extent of the sale and assignment made pursuant to this Assignment.

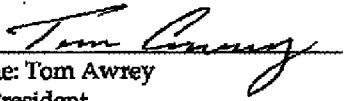
This Assignment and all terms hereof shall be binding upon and enure to the benefit of the parties and their respective heirs, personal and legal representatives, successors and assigns.

**** Signatures begin on the following page. ****

In witness whereof, each Assignor and Assignee has executed this Trademark and Trade Name Assignment Agreement as of this 14th day of August, 2005.

ASSIGNOR:

Awrey Bakeries, Incorporated, a Michigan corporation

By: 
Name: Tom Awrey
Its: President

ASSIGNEE:

ABI II LLC, a Delaware limited liability company

By: ABI Holding Company LLC, a Delaware limited liability company
Its: Manager

ABI Holding Company LLC, a Delaware limited liability company

By: _____
Name: Ryan M. Bohr
Its: Vice President

DETROIT.1855773.4

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By: 
Name: Ryan M. Bohr
Its: Vice President

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TRADEMARK
REEL: 003212 FRAME: 0720

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ISSUE:

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