

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Schwan's Bakery, Inc.		01/15/2007	CORPORATION: GEORGIA

RECEIVING PARTY DATA	
Name:	Schwan's IP, LLC
Street Address:	115 W. College Drive
City:	Marshall
State/Country:	MINNESOTA
Postal Code:	56258
Entity Type:	LIMITED LIABILITY COMPANY: MISSISSIPPI

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	1483705	
Registration Number:	2688980	EDWARDS
Registration Number:	2612592	EDWARDS
Registration Number:	1931663	EDWARDS
Registration Number:	2548195	EDWARDS WHERE DESSERT COMES FIRST!
Registration Number:	1528505	GOURMET CONCEPTS
Registration Number:	2502343	INDULGENCE, CONVENIENCE, INNOVATION
Registration Number:	2675417	INSURE
Registration Number:	2566015	INVISION
Registration Number:	1520019	ISLAND HEAT
Registration Number:	2481242	PEACHTREE DESSERTS
Registration Number:	2306293	THE GENEROUS KITCHEN
Registration Number:	2601083	WESTERN COUNTRY
Registration Number:	1307353	ZIP.A.SNACK

OP \$365.00 1483705

CORRESPONDENCE DATA

Fax Number: (507)537-5245
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 507-537-8191
Email: sipllc@schwans.com
Correspondent Name: Schwan's IP, LLC
Address Line 1: 115 W. College Drive
Address Line 4: Marshall, MINNESOTA 56258

ATTORNEY DOCKET NUMBER:	EDWARDS MARKS ASSIGNMENT
NAME OF SUBMITTER:	Gregory Golla
Signature:	/Gregory Golla/
Date:	01/15/2007

Total Attachments: 11
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SCHWAN'S BAKERY, INC.", A DELAWARE CORPORATION,
WITH AND INTO "EDWARDS FINE FOODS, INC." UNDER THE NAME OF "EDWARDS FINE FOODS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF GEORGIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2005, AT 4:57 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

3629092 8100M
070037819



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5349075

DATE: 01-11-07

TRADEMARK
REEL: 003461 FRAME: 0406

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
SCHWAN'S BAKERY, INC.
INTO
EDWARDS FINE FOODS, INC.**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, the undersigned hereby certifies that it owns at least 90% of the outstanding shares of each class of capital stock of Edwards Fine Foods, Inc., a Georgia corporation (the "Subsidiary"), that as of December 1, 2005, the board of directors of Schwan's Bakery, Inc., a Delaware corporation (the "Company"), duly adopted the following resolutions approving the merger of the Company into the Subsidiary, and that the Georgia Business Corporation Code permits a Georgia corporation to merge with a corporation of another jurisdiction:

WHEREAS, it is appropriate to merge the Company into Edwards Fine Foods, Inc. pursuant to a Plan of Merger by which the Company would be merged into Edwards Fine Foods, Inc.

RESOLVED, that the Plan of Merger attached as *Exhibit A* is adopted.

FURTHER RESOLVED, that the appropriate officers of the Company are hereby authorized and directed, in the name and on behalf of the Company, to take any and all actions which they deem necessary, appropriate or advisable, to pay all proper expenses and to execute, deliver, file and publish all such applications, statements, reports, undertakings, agreements and other instruments as they or any of them shall deem necessary, appropriate or advisable in order to effectuate the intent and purposes of the foregoing resolutions.

The Merger shall be effective at 1:01 a.m., Central Time, on January 1, 2006 (the "Effective Date").

Upon the Effective Date of the Merger, the outstanding shares of each class and series of stock of the Parent shall be converted into and become the shares of each class and series of stock of the Subsidiary outstanding prior to the merger.

The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services or process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 115 West College Drive, Marshall, Minnesota 56258.

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:58 PM 12/27/2005
FILED 04:57 PM 12/27/2005
SRV 051063422 - 3629092 FILE

TRADEMARK
REEL: 003461 FRAME: 0407

Dated: December 13, 2005

SCHWAN'S BAKERY, INC.

By: 

Brian Sattler
Secretary & Treasurer

EXHIBIT A

**PLAN OF MERGER
OF
SCHWAN'S BAKERY, INC.
INTO
EDWARDS FINE FOODS, INC.**

This PLAN OF MERGER (the "*Plan of Merger*") sets forth the terms of the merger (the "*Merger*") of Schwan's Bakery, Inc., a Delaware corporation (the "*Parent*"), into Edwards Fine Foods, Inc., a Georgia corporation (the "*Subsidiary*").

1. **Merger.** Upon the filing of articles of merger with respect to this Plan of Merger with the Georgia Secretary of State in accordance with the Georgia Business Corporation Act, the Parent shall be merged with and into the Subsidiary and the separate corporate existence of the Parent shall cease. The Subsidiary shall be the surviving corporation in the merger, and the separate corporate existence of the Subsidiary with all its purposes, objects, rights, privileges, powers, immunities and franchises, shall continue unaffected and unimpaired by the merger.
2. **Name.** The name of the surviving corporation shall be Schwan's Bakery, Inc.
3. **Articles of Incorporation.** The articles of incorporation of the Subsidiary shall be the articles of incorporation of the surviving corporation, subject always to the right of the surviving corporation to amend its articles of incorporation after the date of merger in accordance with the Georgia Business Corporation Act, and shall not be amended by virtue of the merger.
4. **Bylaws.** The bylaws of Subsidiary shall be the bylaws of the surviving corporation and shall not be amended by the merger.
5. **Directors and Officers.** The directors of the Subsidiary immediately prior to the date of merger shall be the directors of the surviving corporation, and the officers of the Subsidiary immediately prior to the date of merger shall be the officers of the surviving corporation, in each case until their successors have been elected and qualified or until otherwise provided by law.
6. **Effective Date.** The Merger shall be effective at 1:01 a.m., Central Time, on January 1, 2006 (the "*Effective Date*").
7. **Conversion of Stock.** Upon the Effective Date of the Merger, the outstanding shares of each class and series of stock of the Parent shall be converted into and become the shares of each class and series of stock of the Subsidiary outstanding prior to the merger.
8. **Service of Process.** The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions

of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 115 West College Drive, Marshall, Minnesota 56258.

**ARTICLES OF MERGER
OF
SCHWAN'S BAKERY, INC.
INTO
EDWARDS FINE FOODS, INC.**

The undersigned hereby certifies as follows:

1. Pursuant to a Plan of Merger attached as *Exhibit A*, Schwan's Bakery, Inc., a Delaware corporation, shall be merged with and into Edwards Fine Foods, Inc., a Georgia corporation.
2. Shareholder approval of the Plan of Liquidation and Merger was not required.
3. The name of the surviving corporation shall be Schwan's Bakery, Inc.
4. The merger shall be effective at 1:01 a.m., Central Time, on January 1, 2006.

Dated: December 13 2005

SCHWAN'S BAKERY, INC.

By: 

Brian Sattler
Secretary & Treasurer

**WRITTEN ACTION
OF THE
BOARD OF DIRECTORS
OF
SCHWAN'S BAKERY, INC.**

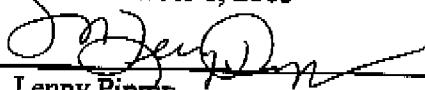
The undersigned, all of the directors of Schwan's Bakery, Inc. (the "Company"), hereby adopt the following resolution:

WHEREAS, it is appropriate to merge the Company into Edwards Fine Foods, Inc. pursuant to a Plan of Merger by which the Company would be merged into Edwards Fine Foods, Inc.

RESOLVED, that the Plan of Merger attached as *Exhibit A* is adopted.

FURTHER RESOLVED, that the appropriate officers of the Company are hereby authorized and directed, in the name and on behalf of the Company, to take any and all actions which they deem necessary, appropriate or advisable, to pay all proper expenses and to execute, deliver, file and publish all such applications, statements, reports, undertakings, agreements and other instruments as they or any of them shall deem necessary, appropriate or advisable in order to effectuate the intent and purposes of the foregoing resolutions.

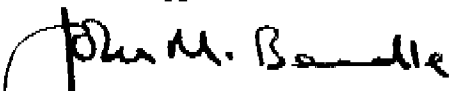
Dated: December 1, 2005




M. Lenny Pippin



Bruce Saugstad



John Beadle




Brian Rademacher




Larry Oberkfell



Douglas Olsen



David Bunnell



Tracy Burr

WRITTEN ACTION
OF
BOARD OF DIRECTORS
OF
SCHWAN'S BAKERY, INC.

The undersigned, being all of the Directors of Schwan's Bakery, Inc., a Delaware corporation (the "*Company*"), unanimously adopt the following resolutions:

WHEREAS, the Board of Directors of the Company believe it is in the best interest of the Company to sell its trademarks (the "Sale") to Schwan's IP, LLC.

RESOLVED, that the Sale, for a price of \$28,500,000, is approved.

FURTHER RESOLVED, that the appropriate officers of the Company are hereby authorized to execute and deliver on behalf of the Company any documents necessary to effectuate the Sale.

Dated: December 30, 2006

M. Lenny Pippin

Brian Sattler

Tracy Burr

TRADEMARK ASSIGNMENT AGREEMENT

WHEREAS, SCHWAN'S BAKERY, INC., a Georgia corporation having its principal place of business at 115 West College Drive, Marshall, MN 56258 (hereinafter "ASSIGNOR"), acquired 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"), and

WHEREAS, SCHWAN'S IP, LLC, a Minnesota limited liability company 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;

1. NOW, THEREFORE, effective December 31, 2006, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR does hereby assign, transfer, convey and set over, nunc pro tunc, 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 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, effective December 31, 2006.

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 the 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.

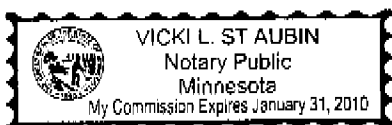
IN WITNESS WHEREOF, ASSIGNOR has caused this instrument to be signed by its duly authorized representative.

ASSIGNOR:
SCHWAN'S BAKERY, INC.

By: *Calvin Brink*
Name: Calvin Brink
Title: President and CEO
Date Signed 1-15-07







State of Minnesota)
)
County of Lyon)

On this 15th of January, 2007, before me personally appeared the person described in and who executed the foregoing instrument, and being first duly sworn, stated that he had authority to sign the above Agreement, on his Company's behalf and that he did so of his free will, and he duly acknowledged to me that he executed the same for the uses and purposes therein set forth.



Vicki L. St Aubin
Notary Public

EXHIBIT A

	A	B	C	D
1	Mark/Design	Mark Status	Goods and Service	Reg. No.
2	Design Only 	Registered	Frozen Meringue Pies	1,483,705
3	EDWARDS	Registered	Frozen Desserts, namely pies, cakes, cheesecakes, brownies, cobblers and bread pudding	2,688,980
4	EDWARDS and Design 	Registered	Baking goods, namely pies	2,612,592
5	EDWARDS and Design 	Registered	Bakery goods, namely pies	1,931,663
6	EDWARDS WHERE DESSERT COMES FIRST! & Design 	Registered	Frozen Desserts, namely pies, cakes, cheesecakes, brownies, cobblers and bread pudding	2,548,195
7	GOURMET CONCEPTS	Registered	Food desserts - namely, cakes, breadsm tortes, pies	1,528,505
8	INDULGENCE, CONVENIENCE, INNOVATION	Registered	Frozen Desserts, namely, frozen cheesecake, frozen layer cakes, frozen mousses and frozen torte	2,502,343
9	INSURE	Registered	Testing for new product development in the dessert industry; conducting taste testing studies, sensory panel studies and stability testing as well as consumer product safety testing, all to evaluate dessert industry foods; and providing quality assurance	2,675,417
10	INVISION	Registered	Testing for new product development in the dessert industry; conducting taste testing studies, sensory panel studies and stability testing as well as consumer product safety testing, all to evaluate dessert industry foods; and providing quality assurance	2,566,015
11	ISLAND HEAT	Registered	Pepper sauce	1,520,019
12	PEACHTREE DESSERTS	Registered	Frozen pies and frozen cakes	2,481,242
13	THE GENEROUS KITCHEN	Registered		2,306,293
14	WESTERN COUNTRY & Design 	Registered	Silk, cream, and fruit pies	2,601,083
15	ZIP-A-SNACK and Design 	Registered	Assorted Pie Slice	1,307,353