

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Williams Foods, Inc.		01/15/2008	CORPORATION: MISSOURI

RECEIVING PARTY DATA	
Name:	Wolferman's, LLC
Street Address:	2500 South Pacific Highway
City:	Medford
State/Country:	OREGON
Postal Code:	97501
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	2243589	WOLFERMAN'S A TRADITION OF FINE FOOD SINCE 1888
Registration Number:	2254234	WOLFERMAN'S A TRADITION OF FINE FOOD SINCE 1888
Registration Number:	1903708	THE BIG DIFFERENCE IN ENGLISH MUFFINS
Registration Number:	2250942	WOLFERMAN'S
Registration Number:	2169739	WOLFERMAN'S
Registration Number:	3257597	WOLFERMAN'S
Registration Number:	2149473	TADPOLE TEA
Registration Number:	2241851	COCOA PLEASURES
Registration Number:	2237163	WAGNER GOURMET FOODS
Registration Number:	2241077	WAGNER GOURMET FOODS SINCE 1847
Registration Number:	1905767	WAGNER'S
Registration Number:	2140193	WAGNER'S
Registration Number:	3213340	WAGNER'S SINCE 1847 EXPERIENCE THE TASTE
Registration Number:	2239636	W

CH \$440.00 2243589

Registration Number:	833756	WAGNER'S
Serial Number:	77103479	WOLFERTMAN'S
Serial Number:	77103491	BECAUSE EVERYTHING BEGINS WITH BREAKFAST

CORRESPONDENCE DATA

Fax Number: (212)755-7306
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-326-3717
Email: krsmith@jonesday.com
Correspondent Name: Nancy A. Zoubek, Jones Day
Address Line 1: 222 East 42nd Street
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	664382-640001
NAME OF SUBMITTER:	Nancy A. Zoubek
Signature:	/Nancy A. Zoubek/
Date:	02/04/2008

Total Attachments: 7
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TRADEMARK ASSIGNMENT

This Assignment is made effective as of January 15, 2008, by Williams Foods, Inc., a Missouri corporation, ("Assignor"), in favor of Wolferman's, LLC, a Delaware limited liability company ("Assignee").

WHEREAS, Assignor is the owner of the entire right, title and interest in and to the trademark registrations listed in Schedule A hereto (collectively, the "Marks");

WHEREAS, Assignee is desirous of securing the entire right, title, and interest in and to (a) the Marks, and all other indications of origin, relating to the Wolferman's Business (as defined in that certain Contribution Agreement dated as of January , 2008 (the "Contribution Agreement"), between Assignor and Assignee, and the business relating to the Wagner Intellectual Property (as defined in the Contribution Agreement), including, without limitation, in and to all trademarks, service marks, brand names, trade dress and domain names relating to the Wolferman's Business and Wagner Intellectual Property, together with the goodwill associated with the foregoing and the ongoing and existing business to which the trademarks pertain; (b) any extension or renewal of any such registration or application set forth in the immediately preceding clause (a); (c) any unregistered rights in any of the foregoing; (d) all rights therein provided by international treaties and conventions, and all rights to obtain trademarks and registrations thereto, in each case in all countries throughout the world; and (e) all rights to sue and recover damages or obtain injunctive relief for past and future infringement, misappropriation, violation or breach of any of the foregoing (the items in the immediately preceding clauses (a) through (e) are collectively referred to herein as the "Assigned Intellectual Property").

NOW THEREFORE, be it known that, for and in consideration of good and valuable consideration, the receipt of which Assignee acknowledges, Assignor, as owner, has sold, assigned, transferred, and set over, and does hereby sell, assign, transfer, and set over, unto the Assignee and its lawful successors and assigns, Assignor's entire right, title, and interest in and to the Assigned Intellectual Property in all countries throughout the world, and Assignor hereby authorizes and requests any official of any country whose duty it is to issue registrations thereon to issue same to Assignee and its successors and assigns, in accordance with the terms of this Assignment;

AND, Assignor HEREBY covenants that it has the full right to convey the interests assigned by this Assignment, and Assignor has not executed and will not execute any agreement in conflict with this Assignment;

AND, Assignor HEREBY further covenants and agrees that it will, without further consideration, (i) execute and deliver any and all papers that may be necessary or desirable to perfect the title to the Assigned Intellectual Property in said Assignee and its successors or assigns, in all countries, it being understood that any expense incident to the execution of such papers shall be borne by the Assignee and its successors and assigns; and (ii) cooperate, and request that each past or present employee, consultant, representative, contractor, agent or other individual under the custody or control of Assignor to cooperate, with Assignee, its attorneys, agents, successors and assigns, to transfer title in, to file, prosecute, obtain, maintain, assert,

TRADEMARK ASSIGNMENT

enforce and defend and otherwise protect any and all of the Assigned Intellectual Property and/or Assignee's ownership interest therein.

[Signature page follows.]

TRADEMARK ASSIGNMENT

IN WITNESS WHEREOF, the said Assignor has executed this document.

WILLIAMS FOODS, INC.

Dated: January 15, 2008

By: Vicki Smith
Name: Vicki Smith
Title: Vice President Finance and Secretary

IN WITNESS WHEREOF, the said Assignee has executed this document.

WOLFERMAN'S, LLC

Dated: January 15, 2008

By: Laura Brady
Name: Laura Brady
Title: Vice President and Secretary

[Signature] a t p r g e a e t o t h e g i r a j d e m a r k A s s i m e

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NOTARIAL CERTIFICATE

UNITED STATES OF AMERICA)
STATE OF *Missouri* : ss.:
COUNTY OF *Jackson*)

I, *Marsha J Ramsey*, the undersigned Notary Public do hereby certify that Vicki Smith, as Vice President Finance and Secretary of Williams Foods, Inc., a Missouri corporation ("Williams"), who signed the foregoing Assignment document, was authorized on the 15 day of January, 2008, to execute the foregoing Assignment document on behalf of Williams and to me acknowledged that she did sign the said document.

(STAMP AND SEAL)

Marsha J Ramsey
Notary Public

MARSHA J. RAMSEY
Notary Public - Notary Seal
STATE OF MISSOURI
Jackson County
Commission #: 05408051
My Commission Expires: February 7, 2009

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NOTARIAL CERTIFICATE

UNITED STATES OF AMERICA)
STATE OF *Missouri* : ss.:
COUNTY OF *Jackson*)

I, *Marsha J Ramsey*, the undersigned Notary Public do hereby certify that Laura Brady, as President, Secretary and Treasurer of Wolferman's, LLC, a Delaware limited liability company ("Wolferman's"), who signed the foregoing Assignment document, was authorized on the 15 day of January, 2008, to execute the foregoing Assignment document on behalf of Wolferman's and to me acknowledged that she did sign the said document.

(STAMP AND SEAL)

Marsha J Ramsey
Notary Public

MARSHA J. RAMSEY
Notary Public - Notary Seal
STATE OF MISSOURI
Jackson County
Commission #05408051
My Commission Expires: February 7, 2009

TRADEMARK ASSIGNMENT

Schedule A

- (a) Pending trademark, application no. 77/103,479, filed February 9, 2007 in the United States relating to WOLFERTMAN'S & DESIGN (new logo).
- (b) Registered trademark, application no. 75/315,541, registration no. 2,243,589, filed June 26, 1997, registered May 4, 1999 in the United States relating to WOLFERTMAN'S A TRADITION OF FINE FOOD SINCE 1888 (and design).
- (c) Registered trademark, application no. 75/315,533, registration no. 2,254,234, filed June 26, 1997, registered June 15, 1999 in the United States relating to WOLFERTMAN'S A TRADITION OF FINE FOOD SINCE 1888 (and design).
- (d) Registered trademark, application no. 872289, registration no. TMA515,686, filed March 16, 1998, registered August 27, 1999 in Canada relating to THE BIG DIFFERENCE IN ENGLISH MUFFINS.
- (e) Registered trademark, application no. 74/391,246, registration no. 1,903,708, filed May 17, 1993, registered July 4, 1995 in the United States relating to THE BIG DIFFERENCE IN ENGLISH MUFFINS.
- (f) Pending trademark, application no. 77/103,491, filed February 9, 2007 in the United States relating to BECAUSE EVERYTHING BEGINS WITH BREAKFAST.
- (g) Registered trademark, application no. 75/348,794, registration no. 2,250,942, filed August 28, 1997, registered June 8, 1999 in the United States relating to WOLFERTMAN'S.
- (h) Registered trademark, application no. 75/348,795, registration no. 2,169,739, filed August 28, 1997, registered June 30, 1998 in the United States relating to WOLFERTMAN'S.
- (i) Registered trademark, application no. 77/016,912, registration no. 3,257,597, filed October 9, 2006, registered July 3, 2007 in the United States relating to WOLFERTMAN'S.
- (j) Registered trademark, application no. 75/290,949, registration no. 2,149,473, filed May 31, 1997, registered April 7, 1998 in the United States relating to TADPOLE TEA.
- (k) Registered trademark, application no. 75/231,634, registration no. 2,241,851, filed January 27, 1997, registered April 27, 1999 in the United States relating to COCOA PLEASURES.
- (l) Registered trademark, application no. 75/151,229, registration no. 2,237,163, filed August 16, 1996, registered April 6, 1999 in the United States relating to WAGNER GOURMET FOODS.

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- (m) Registered trademark, application no. 75/231,632, registration no. 2,241,077, filed January 27, 1997, registered April 20, 1999 in the United States relating to WAGNER GOURMET FOODS SINCE 1847 (logo).
- (n) Registered trademark, application no. 74/466,560, registration no. 1,905,767, filed December 7, 1993, registered July 18, 1995 in the United States relating to WAGNER'S.
- (o) Registered trademark, application no. 75/151,084, registration no. 2,140,193, filed August 16, 1996, registered March 3, 1998 in the United States relating to WAGNER'S.
- (p) Registered trademark, application no. 78/880,276, registration no. 3,213,340, filed May 10, 2006, registered February 27, 2007 in the United States relating to WAGNER'S SINCE 1847 EXPERIENCE THE TASTE (logo).
- (q) Registered trademark, application no. 75/315,535, registration no. 2,239,636, filed June 26, 1997, registered April 13, 1999 in the United States relating to W (stylized letters).

- (s) Registered trademark, application no. 72/198,447, registration no. 0833756, filed July 23, 1964, registered August 15, 1967 in the United States relating to WAGNER'S (stylized).