

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Williams Foods, Inc.		03/11/2008	CORPORATION: MISSOURI

**RECEIVING PARTY DATA**

<b>Name:</b>	Williams Foods, Inc.
<b>Street Address:</b>	129 E. Guenther Street
<b>City:</b>	San Antonio
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	78204
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 33**

Property Type	Number	Word Mark
Registration Number:	2066497	AMERICA'S #1 SPICE VALUE
Serial Number:	78951487	ASIAN SIMPLE SKILLET
Serial Number:	78937598	ASIAN SKILLET CLASSICS
Registration Number:	2156820	BLUE TICK DRESSING
Registration Number:	2531926	BOG BOTTOM BBQ
Registration Number:	3242832	BRING ON THE FLAVOR
Registration Number:	1535550	BUTTER MAGIC
Registration Number:	2504450	CAROLINA EGRET EGGS
Registration Number:	2506822	CAROLINA SAND FIDDLERS
Registration Number:	1849999	CAROLINA SWAMP STUFF
Registration Number:	1863857	DUCK PUDDLE FARM
Registration Number:	3052118	JEL EASE
Registration Number:	1661274	MAGNIFLAVOR
Registration Number:	2693970	MUNCH-A-RONI

**CH \$840.00 2066497**

Registration Number:	2693969	MUNCHILLA
Registration Number:	2812338	ORIENTAL CLASSICS AUTHENTIC ORIENTAL MEAL
Registration Number:	2149474	PINE TAR
Registration Number:	2149477	RED TIDE
Registration Number:	2242205	SEASON 'N BAKE
Registration Number:	3085511	SEASON 'N BAKE
Registration Number:	2506823	SEAWEED SLOSH
Registration Number:	1939889	SPICE RACK
Registration Number:	2121797	SUN BIRD
Registration Number:	1838448	SUN BIRD
Registration Number:	1124991	SUN-BIRD
Registration Number:	1977299	SWAMP SAUCE
Registration Number:	3016118	THE BOLD TASTE EXPERTS
Registration Number:	3094195	TRADICIONES
Registration Number:	2962840	W
Registration Number:	3018992	WILLIAMS
Registration Number:	1504172	WILLIAMS
Registration Number:	3008875	WILLIAMS COUNTRY STORE
Serial Number:	77416108	

**CORRESPONDENCE DATA**

Fax Number: (713)223-3717  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 713-226-1200  
Email: ppaquet@lockelord.com  
Correspondent Name: Patricia Paquet  
Address Line 1: 600 Travis Street  
Address Line 2: 3400 JPMorgan Chase Tower  
Address Line 4: Houston, TEXAS 77002-3095

ATTORNEY DOCKET NUMBER:	0016192-00295
NAME OF SUBMITTER:	Patricia Paquet
Signature:	/patricia paquet/
Date:	03/28/2008

Total Attachments: 9  
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**TRADEMARK ASSIGNMENT**

THIS TRADEMARK ASSIGNMENT (this "Assignment") is made as of March 11, 2008 (the "Effective Date") by Williams Foods, Inc., a Missouri corporation ("Assignor") and Williams Foods, Inc., a Delaware corporation having its principal place of business located at P.O. Box. 129, 129 E. Guenther, San Antonio, Texas 78291 ("Assignee").

**RECITALS**

A. Assignor and Assignee are parties to that certain Asset Purchase Agreement dated concurrently herewith (the "Purchase Agreement") pursuant to which Assignor has sold, assigned and conveyed substantially all of its assets to Assignee.

B. Pursuant to the Purchase Agreement, Assignor desires to assign to Assignee Assignor's right, title, and interest in and to the trademarks listed on Exhibit A and Exhibit B attached hereto, together with the goodwill of Assignor's business pertaining thereto (the "Trademarks").

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants and agreements contained in the Purchase Agreement and this Assignment, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby agree as follows:

1. Grant and Assignment. Effective as of the Effective Date, Assignor does hereby sell, transfer, convey, assign and deliver to Assignee all right, title, and interest in and to the Trademarks, together with the goodwill of Assignor's business pertaining thereto, the same to be held by Assignee for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns and other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment and sale had not been made; together with all claims for damages by reason of past infringements of the Trademarks (or any of them), along with the right to sue for and collect such damages for the use and benefit of Assignee and Assignee's successors, assigns and other legal representatives.

2. Representations and Warranties of the Parties. Each party hereby warrants that (i) this Assignment is a legal, valid and binding obligation of the warranting party, (ii) it has full power and authority to enter into and perform its obligations under this Assignment in accordance with its terms, and (iii) it is and will remain free of any obligations and restrictions that would prevent or impede its performance of its obligations under this Assignment. For the avoidance of doubt, the representations and warranties contained in this Assignment shall not in any way limit or expand the representations and warranties contained in the Purchase Agreement.

3. Further Assurances. Each party shall, without additional consideration, take such further actions and execute promptly such further documents as are necessary to effect and record the assignment and transfer of the Trademarks contemplated hereby, including any actions or documents required by the applicable registrar or other governmental authority to

document such assignment and transfer or as may be necessary to protect, secure and vest good, valid and marketable title to the Trademarks and related rights in Assignee.

4. Recording of Assignment. Assignor hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States, and any officer of any country or countries foreign to the United States, whose duty it is to issue trademarks or other evidence or forms of intellectual property protection or applications as, to issue the same to Assignee and Assignee's successors, assigns and other legal representatives in accordance with the terms of this Assignment.

5. Counterparts. This Assignment may be executed in two or more counterparts, all of which shall be considered one and the same agreement, and shall become effective when one or more such counterparts have been signed by each of the parties and delivered to the other party.

IN WITNESS WHEREOF, this Assignment has been executed as of the day and year first written above.

**ASSIGNOR:**

WILLIAMS FOODS, INC., a Missouri corporation

By: Vicki F. Smith  
Name: Vicki Smith  
Title: Vice President Finance & Secretary

**ASSIGNEE:**

WILLIAMS FOODS, INC., a Delaware corporation

By: Dale W. Tremblay  
Dale W. Tremblay  
President & CEO

Acknowledgement by Notary Public

State of MISSOURI

County of JACKSON

On this 11 day of MARCH, 2008, before me, the undersigned Notary Public, personally appeared VICKI E. SMITH, VP FINANCE & SECY of Williams Foods, Inc., a Missouri corporation, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

Seal: **JAYNE A. PALMER**  
Notary Public - Notary Seal  
STATE OF MISSOURI  
Platte County  
Commission # 05-47710  
My Commission Expires: March 28, 2009

Signature: Jayne A Palmer  
Name: \_\_\_\_\_, Notary Public

State of MISSOURI

County of JACKSON

On this 11 day of MARCH, 2008, before me, the undersigned Notary Public, personally appeared DALE W. TREMBLAY PRES. & CEO of Williams Foods, Inc., a Delaware corporation, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

Seal:

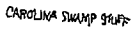

**JAYNE A. PALMER**  
Notary Public - Notary Seal  
STATE OF MISSOURI  
Platte County  
Commission # 05-47710  
My Commission Expires: March 28, 2009

Signature: Jayne A Palmer  
Name: \_\_\_\_\_, Notary Public


## EXHIBIT A


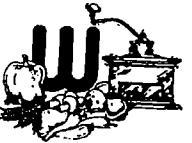

### Trademarks

Trademark	Status/Key Dates	Full Goods/Services	Ser./Reg./App. No.	Owner
AMERICA'S #1 SPICE VALUE	Renewed 8 & 15 June 3, 2007  Filed: December 20, 1995 Registered: June 3, 1997	(Int'l Class: 30) Spices	United States RN:2,066,497	William Foods, Inc.
ASIAN SIMPLE SKILLET  ASIAN SIMPLE SKILLET	Allowed - Intent to Use Notice of Allowance Issued July 24, 2007  Filed: August 14, 2006	(Int'l Class: 30) Packaged meal kits consisting primarily of rice or pasta served with vegetables, seasonings and/or sauces	United States SN:78-951487	William Foods, Inc.
ASIAN SKILLET CLASSICS  ASIAN SKILLET CLASSICS	Pending - Suspended November 28, 2007  Filed: July 26, 2006	(Int'l Class: 30) Packaged meals consisting primarily of rice or pasta served with vegetables, seasonings and/or sauces	United States SN:78-937598	Williams Foods, Inc.
BLUE TICK DRESSING	Registered 8 & 15 August 4, 2003  Filed: May 13, 1997 Registered: May 12, 1998	(Int'l Class: 30) Sauces, glazes, dressings and marinades for use on fruits, vegetables and meats	United States RN:2,156,820	Williams Foods, Inc.
BOG BOTTOM BBQ	Filed: January 19, 2001 Registered: January 22, 2002	(Int'l Class: 30) Cooking sauce and marinade	United States RN:2,531,926	Williams Foods, Inc.
BRING ON THE FLAVOR	Filed: July 31, 2003 Registered: May 15, 2007	(Int'l Class: 30) Food seasonings; sauce mixes	United States RN:3,242,832	Williams Foods, Inc.
BUTTER MAGIC	Registered 8 & 15 July 12, 1995  Filed: August 15, 1988 Registered: April 18, 1989	(Int'l Class: 29) Natural butter flavored butter substitute in granular form	United States RN:1,535,550	Williams Foods, Inc.
CAROLINA EGRET EGGS	Filed: January 19, 2001 Registered: November 6, 2001	(Int'l Class: 30) Pretzels	United States RN:2,504,450	Williams Foods, Inc.

Trademark	Status/Key Dates	Full Goods/Services	Ser./Reg./App. No.	Owner
CAROLINA SAND FIDDLERS	Filed: January 19, 2001 Registered: November 13, 2001	(Int'l Class: 30) Pretzels	United States RN:2,506,822	Williams Foods, Inc.
CAROLINA SWAMP STUFF (Stylized)  	Renewed 8 & 15 September 23, 2004  Filed: September 30, 1993 Registered: August 16, 1994	(Int'l Class: 30) Sauces, glazes, dressings, and marinades for use on fruits, vegetables and meats	United States RN:1,849,999	Williams Foods, Inc.
DUCK PUDDLE FARM	Renewed 8 & 15 November 22, 2004  Filed: December 7, 1993 Registered: November 22, 1994	(Int'l Class: 30) Mustard	United States RN:1,863,857	Williams Foods, Inc.
JEL EASE	Filed: August 22, 2003 Registered: January 31, 2006	(Int'l Class: 29) Fruit pectin	United States RN:3,052,118	Williams Foods, Inc.
MAGNIFLAVOR	Renewed 8 & 15 October 15, 2001  Filed: January 29, 1990 Registered: October 15, 1991	(Int'l Class: 1) Flavor enhancing adjuvant used in the manufacture of food	United States RN:1,661,274	Williams Foods, Inc.
MUNCH-A-RONI	Filed: March 20, 2001 Registered: March 4, 2003	(Int'l Class: 30) Macaroni and sauce in a single serving container	United States RN:2,693,970	Williams Foods, Inc.
MUNCHILLA	Filed: March 20, 2001 Registered: March 4, 2003	(Int'l Class: 30) Macaroni and sauce in a single serving container	United States RN:2,693,969	Williams Foods, Inc.
ORIENTAL CLASSICS AUTHENTIC ORIENTAL MEAL and Design  	Filed: August 28, 2002 Registered: February 10, 2004	(Int'l Class: 30) Entrees primarily comprising dehydrated vegetables and rice, packaged together for use in preparation of a complete meal	United States RN:2,812,338	Williams Foods, Inc.
PINE TAR	Registered 8 & 15 August 4, 2003  Filed: May 13, 1997 Registered: April 7, 1998	(Int'l Class: 30) Sauces, glazes, dressings and marinades for use on fruits, vegetables and meats	United States RN:2,149,474	Williams Foods, Inc.



Trademark	Status/Key Dates	Full Goods/Services	Ser./Reg./App. No.	Owner
RED TIDE	Registered 8 & 15 August 4, 2003  Filed: May 13, 1997 Registered: April 7, 1998	(Int'l Class: 30) Sauces, glazes, dressings and marinades for use on fruits, vegetables and meats	United States RN:2,149,477	Williams Foods, Inc.
SEASON "N BAKE	Registered Supplemental Register 8 Accepted April 27, 1999  Filed: June 24, 1997	(Int'l Class: 29) Meat seasonings sold together with a roasting bag	United States RN:2,242,205	Williams Foods, Inc.
SEASON 'N BAKE SEASON 'N BAKE	Filed: May 18, 2005 Registered: April 25, 2006	(Int'l Class: 30) Meat seasonings sold together with a roasting bag	United States RN:3,085,511	Williams Foods, Inc.
SEAWEED SLOSH	Filed: January 19, 2001 Registered: November 13, 2001	(Int'l Class: 30) Salad dressing, marinade and cooking sauce	United States RN:2,506,823	Williams Foods, Inc.
SPICE RACK	Renewed 8 & 15 December 5, 2005  Filed: December 27, 1994 Registered: December 5, 1995	(Int'l Class: 30) Spices, seasonings and sauces excluding apple sauce and cranberry sauce	United States RN:1,939,889	Williams Foods, Inc.
SUN BIRD (Stylized)  <b>SUN-BIRD</b>	Registered 8 & 15 June 28, 2003  Filed: January 29, 1997 Registered: December 16, 1997	(Int'l Class: 29) Soup mixes (Int'l Class: 30) Spices and seasonings, namely, pepper, ginger paste, garlic paste and plum paste, and sauce mixes, namely, beef stew sauce mix and cream stew sauce mix	United States RN:2,121,797	Williams Foods, Inc.
SUN BIRD and Design  	Renewed 8 & 15 May 31, 2004  Filed: June 18, 1990 Registered: May 31, 1994	(Int'l Class: 30) Sauces and seasoning mixes	United States RN:1,838,448	Williams Foods, Inc.
SUN-BIRD	Renewed 8 & 15 September 11, 1999  Filed: September 5, 1978 Registered: September 11, 1979	(Int'l Class: 30) Sauces and seasoning mixes	United States RN:1,124,991	Williams Foods, Inc.

Trademark	Status/Key Dates	Full Goods/Services	Ser./Reg./App. No.	Owner
SWAMP SAUCE	Renewed 8 & 15 May 28, 2006  Filed: July 27, 1994 Registered: May 28, 1996	(Int'l Class: 30) Sauces, glazes, and marinades for use on fruits, vegetables, and meats	United States RN:1,977,299	Williams Foods, Inc.
THE BOLD TASTE EXPERTS	Filed: April 29, 2003 Registered: November 15, 2005	(Int'l Class: 30) Spices and seasoning blends	United States RN:3,016,118	Williams Foods, Inc.
TRADICIONES and Design  	Filed: August 3, 2004 Registered: May 16, 2006	(Int'l Class: 30) Dry sauce mix	United States RN:3,094,195	Williams Foods, Inc.
W and Design  	Filed: August 22, 2003 Registered: June 21, 2005	(Int'l Class: 29) Fruit pectin (Int'l Class: 35) Wholesale distributorships featuring food products to grocery retailers	United States RN:2,962,840	Williams Foods, Inc.
WILLIAMS	Filed: May 19, 2003 Registered: November 29, 2005	(Int'l Class: 29) Diced tomatoes and processed beans (Int'l Class: 30) Food seasonings; sauces excluding cranberry sauce and apple sauce; packaged casserole food products consisting primarily of pasta with seasoning and spice mixes, gravy mixes	United States RN:3,018,992	Williams Foods, Inc.
WILLIAMS (Stylized) <b>WILLIAMS</b>	Filed: April 20, 1987 Registered: September 13, 1988	(Int'l Class: 30) Food seasonings; sauces excluding cranberry sauce and apple sauce; packaged casserole food products consisting primarily of pasta with seasoning and spice mixes, gravy mixes	United States RN:1,504,172	Williams Foods, Inc.
WILLIAMS COUNTRY STORE	Filed: August 31, 2004 Registered: October 25, 2005	(Int'l Class: 29) Instant mashed potatoes; dry soup mix	United States RN:3,008,875	Williams Foods, Inc.
Design Mark  	Filed: March 7, 2008 Pending	(Int'l Class: 30) Spices; Seasonings; Gravy mixes; Sauce mixes	United States SN: 77416,108	Williams Foods, Inc.

Trademark	Status/Key Dates	Full Goods/Services	Ser./Reg./App. No.	Owner
SUN BIRD (Stylized)  <b>SUN·BIRD</b>	Filed: April 1, 1996 Registered: July 9, 1998	(Int'l Class: 29) Meat, fish, poultry and game; meat extracts; preserved, dried and cooked fruits and vegetables; jellies, jams, fruit sauces; eggs, milk and milk products; edible oils and fats (Int'l Class: 30) Coffee, tea, cocoa, sugar, rice, tapioca, artificial coffee; flour and preparations made from cereals, bread, pastry and confectionery, ices; honey, treacle; yeast, baking powder, salt, mustard; vinegar, sauces (condiments) spices; ice	European Union RN: 84863	Williams Foods, Inc
SUN BIRD	Filed: November 22, 2005 Registered: May 31, 2006	(Int'l Class: 29) Meat, fish, poultry and game; meat extracts; preserved, dried and cooked fruits and vegetables; jellies, jams, fruit sauces; eggs, milk and milk products; edible oils and fats; soup mixes and chili oil; soup mixes	Mexico RN: 937,331	Williams Foods, Inc
SUN BIRD	Filed: November 22, 2005 Registered: April 21, 2006	(Int'l Class: 30) Spices and seasoning, namely, curry powder, mustard powder, prepared wasabi prepared mustard pepper, ginger paste, garlic paste and plum paste, and sauce mixes, namely, beef stew sauce mix, hashed brown sauce mix and curry sauce mix and cream slew sauce mix	Mexico RN: 929,778	Williams Foods, Inc
WILLIAMS	Filed: November 22, 2005 Registered: April 24, 2006	(Int'l Class: 29) Soup mixes, instant mashed potatoes, diced tomatoes and beans	Mexico RN: 930,200	Williams Foods, Inc

**EXHIBIT B**

**Trademarks**

SUN BIRD (Stylized)  <b>SUN·BIRD</b>	Filed: August 22, 1990 Registered: January 31, 1992	(1) Seasoning mixes and spices. (2) Sauces and seasoning mixes. (3) Vegetable curry; spices and seasonings, namely curry powder, mustard powder, prepared wasabi (Japanese horseradish) and prepared mustard, and sauces mixes, namely, hashed brown sauce mix and curry sauce mix. (4) Mustard powders, sauce mixes and sauces.	Canada RN: TMA393567	Williams Foods, Inc
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