

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/13/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Edwards Fine Foods, Inc.		12/13/2005	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	Schwan's Bakery, Inc.
Street Address:	115 W. College Drive
City:	Marshall
State/Country:	MINNESOTA
Postal Code:	56258
Entity Type:	CORPORATION: GEORGIA

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2612592	EDWARDS
Registration Number:	2688980	EDWARDS
Registration Number:	1931663	EDWARDS
Registration Number:	2502343	INDULGENCE, CONVENIENCE, INNOVATION

CORRESPONDENCE DATA

Fax Number: (507)537-8182
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 800-533-5290
 Email: sipllc@schwans.com
 Correspondent Name: Colleen R. Butcher
 Address Line 1: 115 W. College Drive
 Address Line 4: Marshall, MINNESOTA 56258

ATTORNEY DOCKET NUMBER: 2001-0004038

OP \$115.00 2612592

NAME OF SUBMITTER:	Colleen Butcher
Signature:	/Colleen Butcher/
Date:	11/11/2008
Total Attachments: 5 source=CCertificate of Merger#page1.tif source=CCertificate of Merger#page2.tif source=CCertificate of Merger#page3.tif source=CCertificate of Merger#page4.tif source=CCertificate of Merger#page5.tif	

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:

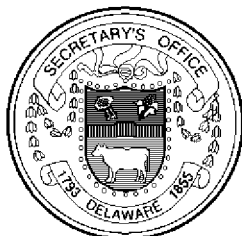
"SCHWAN'S BAKERY, INC.", A DELAWARE CORPORATION,
WITH AND INTO "EDWARDS FINE FOODS, INC." UNDER THE NAME OF "EDWARDS FINE FOODS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF GEORGIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2005, AT 4:57 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: 003885 FRAME: 0830

**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: 003885 FRAME: 0831

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.