

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
Earthgrains Baking Companies, LLC		12/31/2013	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Bimbo Bakeries USA, Inc.
Street Address:	255 Business Center Drive
City:	Horsham
State/Country:	PENNSYLVANIA
Postal Code:	19044
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 31

Property Type	Number	Word Mark
Registration Number:	1960027	
Registration Number:	3668564	ALFARO'S MICRO-BAKERY
Serial Number:	85795387	BREAK CAKE
Registration Number:	2859260	BUTTER-KRUST
Registration Number:	1800215	COOPER'S MILL SPECIALTY BREADS
Registration Number:	0994051	GARDNER'S
Registration Number:	2104907	GRANDMA SYCAMORE'S HOME MAID BREAD
Registration Number:	2218616	GRANDMA SYCAMORE'S HOME MAID BREAD
Registration Number:	1558315	GREAT LAKES
Serial Number:	86005665	HAPPY SNACKING
Registration Number:	1427666	HEINER'S 35 REDUCED CALORIE BREAD VEGETA
Registration Number:	1609256	HEINER'S SUNNY BUNS MADE WITH HONEY
Registration Number:	1933117	LADY KAY
Registration Number:	1199769	MASTER

TRADEMARK

Registration Number:	3451275	MR. PITA
Registration Number:	2119856	MR. PITA
Registration Number:	2536167	MR. PITA
Serial Number:	85873633	NATURE'S HARVEST
Registration Number:	1228651	NATURE'S HARVEST
Serial Number:	86004404	NATURE'S HARVEST
Registration Number:	3706455	NUTRITIONAL SPOTLIGHT
Registration Number:	3732290	NUTRITIONAL SPOTLIGHT
Serial Number:	85850945	SMART & THIN
Serial Number:	85607965	SMART THINS
Serial Number:	85530933	SO GOOD, IT'S GONE
Registration Number:	4221975	SUNNY BUNS
Registration Number:	4261336	TALL IN TASTE
Registration Number:	1830864	THE FRESHEST OF THE FRESH
Serial Number:	85624799	THE NUTRITION YOU WANT. THE TASTE THEY L
Registration Number:	1296641	WHEAT FIELDS
Registration Number:	3166463	WHOLESOME HEART

CORRESPONDENCE DATA

Fax Number: 3123214200
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 312-321-4200
Email: officeactions@brinksgilson.com
Correspondent Name: Scott J. Slavick
Address Line 1: P. O. Box 10395
Address Line 4: Chicago, ILLINOIS 60610

NAME OF SUBMITTER:	Scott J. Slavick
Signature:	/Scott J. Slavick/
Date:	01/15/2014

Total Attachments: 8
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TRADEMARK ASSIGNMENT

This Trademark Assignment ("Assignment") is entered into this December 31st, 2013 (the "Effective Date"), by and between **EARTHGRAINS BAKING COMPANIES, LLC**, a Delaware limited liability company ("Assignor"), and **BIMBO BAKERIES USA, INC.**, a Delaware corporation ("Assignee").

WITNESSETH

WHEREAS, Assignor is the owner of the trademarks, including the trademark applications and registrations, identified on Schedule A and the common law trademarks, identified on Schedule B (collectively, the "Trademarks");

WHEREAS, Assignee has agreed to acquire and Assignor has agreed to assign the Trademarks to Assignee; and

NOW, THEREFORE, in consideration of the foregoing and the mutual promises and agreements contained in this Assignment, and for other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. Assignment. As of the Effective Date, Assignor hereby assigns to Assignee, and Assignee hereby accepts, all of Assignor's right, title, and interest in, to and under the Trademarks, including the following: any rights to the Trademarks in foreign jurisdictions, the goodwill associated therewith or symbolized thereby, all registrations that have been or may be granted thereon, common law rights thereto, all applications for registrations thereof, the right to sue and recover damages or other compensation for past, present or future infringements or misappropriation thereof, all income, royalties and damages hereafter due or payable with respect to the Trademarks, and rights to register, renew, defend and protect interests therein under the applicable laws of all jurisdictions. The assignments contemplated herein are meant to be absolute assignments and not by way of security.

2. No Warranties. Assignor makes no warranties, express or implied, with respect to the Trademarks.


3. Cooperation. Assignor agrees, at the cost and expense of Assignee, to execute and deliver such other documents and to take all such other reasonable actions which the Assignee, its successors and assigns may reasonably request to effect the terms of this Assignment.

4. General Provisions. This Assignment may be executed in any number of counterparts, each of which shall be deemed to be an original, and all of which together shall constitute one and the same instrument. This Assignment is binding upon and inures to the benefit of the parties hereto and their respective successors and assigns.

5. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania applicable to contracts made and performed in such state.

IN WITNESS WHEREOF, each of Assignor and Assignee has caused this Assignment to be executed by its respective duly authorized representative as of the Effective Date.

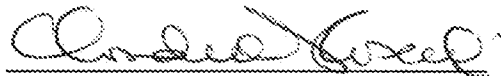
EARTHGRAINS BAKING COMPANIES, LLC

By: 

Name: Claudia V. Coscia

Title: Secretary

BIMBO BAKERIES USA, INC.




By: 

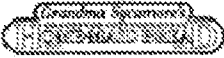
Name: Claudia V. Coscia




Title: Secretary


SCHEDULE A

US Applications and Registrations

Mark/Name	Ser. No. or Reg. No.	Status/Status Date	Full Goods/Services	Owner
	1,960,027	Renewed March 5, 2006	(Int'l Class: 30) Bakery goods	Earthgrains Baking Companies, Inc. (Delaware Corp.) 3500 Lacey Road Downers Grove, Illinois 60515
ALFARO'S MICRO-BAKERY	3,668,564	Registered Principal Register - Sec. 2(F) August 18, 2009	(Int'l Class: 30) Bakery goods	Earthgrains Baking Companies, Inc. (Delaware Corp.) 3500 Lacey Road Downers Grove, Illinois 60515
	85/795,387	Allowed - Intent to Use 1st Extension of Time Granted January 2, 2014	(Int'l Class: 30) Snack cakes, cupcakes, round cakes, and bakery goods	Earthgrains Baking Companies, Inc. (Delaware Corp.) 255 Business Center Drive Horsham, Pennsylvania 19044
BUTTER-KRUST	2,859,260	Registered Principal Register - Sec. 2(F) 8 & 15 August 21, 2010	(Int'l Class: 30) Bakery products, namely, breads, buns and rolls	Earthgrains Baking Companies, Inc. (Delaware Corp.) 3500 Lacey Road Downers Grove, Illinois 60515
	1,800,215	Renewed October 19, 2003	(Int'l Class: 30) Bread and bakery goods	Earthgrains Baking Companies, Inc. (Delaware Corp.) 3500 Lacey Road Downers Grove,

Mark/Name	Ser. No. or Reg. No.	Status/Status Date	Full Goods/Services	Owner
				Illinois 60515
GARDNER'S	994,051	Renewed September 24, 2004	(Int'l Class: 30) Bakery products-- namely, [bread ,] rolls, cakes and pastries	Earthgrains Baking Companies, Inc. (Delaware Corp.) 3500 Lacey Road Downers Grove, Illinois 60515
GRANDMA SYCAMORE'S HOME MAID BREAD	2,104,907	Renewed October 14, 2007	(Int'l Class: 30) Bread, bread rolls and bakery products	Earthgrains Baking Companies, Inc. (Delaware Corp.) 3500 Lacey Road Downers Grove, Illinois 60515
	2,218,616	Renewed January 19, 2009	(Int'l Class: 30) Breads, [rolls, buns, cinnamon buns]	Earthgrains Baking Companies, Inc. (Delaware Corp.) 3500 Lacey Road Downers Grove, Illinois 60515
GREAT LAKES	1,558,315	Renewed September 26, 2009	(Int'l Class: 30) Bakery products, namely, hot dog and hamburger buns and bread	Earthgrains Baking Companies, Inc. (Delaware Corp.) 3500 Lacey Road Downers Grove, Illinois 60515
HAPPY SNACKING	86/005,665	Published November 26, 2013	(Int'l Class: 30) Bakery products	Earthgrains Baking Companies, Inc. (Delaware Corp.) 255 Business Center Drive Horsham, Pennsylvania 19044

Mark/Name	Ser. No. or Reg. No.	Status/Status Date	Full Goods/Services	Owner
	1,427,666	Renewed February 3, 2007	(Int'l Class: 30) Bread	Earthgrains Baking Companies, Inc. (Delaware Corp.) 3470 Rider Trail South Earth City, Missouri 63045
	1,609,256	Renewed August 7, 2010	(Int'l Class: 30) Bread and bakery goods	Earthgrains Baking Companies, Inc. (Delaware Corp.) 3470 Rider Trail South Earth City, Missouri 63045
	1,933,117	Renewed November 7, 2005	(Int'l Class: 30) Bakery goods, namely bread, buns and rolls	Earthgrains Baking Companies, Inc. (Delaware Corp.) 8400 Maryland Avenue St. Louis, Missouri 63105
MASTER	1,199,769	Renewed June 29, 2012	(Int'l Class: 30) Bread, buns and rolls	Earthgrains Baking Companies, Inc. (Delaware Corp.) 255 Business Center Drive Horsham, Pennsylvania 19044
MR. PITA	3,451,275	Registered June 17, 2008	(Int'l Class: 43) Restaurant services	Earthgrains Baking Companies, Inc. (Delaware Corp.) 3500 Lacey Road Downers Grove, Illinois 60515
MR. PITA	2,119,856	Renewed December 9, 2007	(Int'l Class: 30) Pocket breads [and bread chips]	Earthgrains Baking Companies, Inc. (Delaware Corp.) 3500 Lacey

Mark/Name	Ser. No. or Reg. No.	Status/Status Date	Full Goods/Services	Owner
				Road Downers Grove, Illinois 60515
mr.pita	2,536,167	Renewed February 5, 2012	(Int'l Class: 30) Pocket breads and bread chips	Earthgrains Baking Companies, Inc. (Delaware Corp.) 3500 Lacey Road Downers Grove, Illinois 60515
NATURE'S HARVEST	85/873,633	Published - Opposed November 27, 2013	(Int'l Class: 30) Cookies, corn chips, corn tostadas, buns and rolls	Earthgrains Baking Companies, Inc. (Delaware Corp.) 255 Business Center Drive Horsham, Pennsylvania 19044
NATURE'S HARVEST	1,228,651	Renewed February 22, 2013	(Int'l Class: 30) Bread [; and bakery goods-namely, rolls and stuffing mixes]	Earthgrains Baking Companies, Inc. (Delaware Corp.) 255 Business Center Drive Horsham, Pennsylvania 19044
	86/004,404	Published - Opposed November 27, 2013	(Int'l Class: 30) Bread and buns	Earthgrains Baking Companies, Inc. (Delaware Corp.) 255 Business Center Drive Horsham, Pennsylvania 19044
NUTRITIONAL SPOTLIGHT	3,706,455	Registered November 3, 2009	(Int'l Class: 30) Bakery products, breads, rolls, bagels, and buns	Earthgrains Baking Companies, Inc. (Delaware Corp.) 3500 Lacey Road Downers Grove, Illinois 60515

Mark/Name	Ser. No. or Reg. No.	Status/Status Date	Full Goods/Services	Owner
NUTRITIONAL SPOTLIGHT	3,732,290	Registered December 29, 2009	(Int'l Class: 44) Providing a website on the subject of nutrition and healthy living	Earthgrains Baking Companies, Inc. (Delaware Corp.) 3500 Lacey Road Downers Grove, Illinois 60515
SMART & THIN	85/850,945	Allowed - Intent to Use 1st Extension of Time Granted December 4, 2013	(Int'l Class: 30) Bakery products	Earthgrains Baking Companies, Inc. (Delaware Corp.) 255 Business Center Drive Horsham, Pennsylvania 19044
SMART THINS	85/607,965	Allowed - Intent to Use 2nd Extension of Time Granted September 16, 2013	(Int'l Class: 30) Bakery products	Earthgrains Baking Companies, Inc. (Delaware Corp.) 255 Business Center Drive Horsham, Pennsylvania 19044
SO GOOD, IT'S GONE	85/530,933	Allowed - Intent to Use 2nd Extension of Time Granted August 15, 2013	(Int'l Class: 30) Bakery products	Earthgrains Baking Companies, Inc. (Delaware Corp.) 255 Business Center Drive Horsham, Pennsylvania 19044
SUNNY BUNS	4,221,975	Registered October 9, 2012	(Int'l Class: 30) Bread and bakery goods	Earthgrains Baking Companies, Inc. (Delaware Corp.) 3500 Lacey Road Downers Grove, Illinois 60515
TALL IN TASTE	4,261,336	Registered December 18,	(Int'l Class: 30) Bakery products	Earthgrains Baking

Mark/Name	Ser. No. or Reg. No.	Status/Status Date	Full Goods/Services	Owner
		2012		Companies, Inc. (Delaware Corp.) 255 Business Center Drive Horsham, Pennsylvania 19044
THE FRESHEST OF THE FRESH	1,830,864	Renewed April 12, 2004	(Int'l Class: 30) Bakery goods	Earthgrains Baking Companies, Inc. (Delaware Corp.) 3500 Lacey Road Downers Grove, Illinois 60515
THE NUTRITION YOU WANT. THE TASTE THEY LOVE.	85/624,799	Allowed - Intent to Use 1st Extension of Time Granted June 4, 2013	(Int'l Class: 30) Bakery products	Earthgrains Baking Companies, Inc. (Delaware Corp.) 255 Business Center Drive Horsham, Pennsylvania 19044
WHEAT FIELDS	1,296,641	Renewed September 18, 2004	(Int'l Class: 30) Baked bread products-namely, bagels, pita bread, whole wheat bread, sesame bread, whole wheat sesame bread	Earthgrains Baking Companies, Inc. (Delaware Corp.) 3500 Lacey Road Downers Grove, Illinois 60515
WHOLESOME HEART	3,166,463	Registered 8 & 15 May 8, 2013	(Int'l Class: 30) Bakery products, namely bread, buns and rolls	Earthgrains Baking Companies, Inc. (Delaware Corp.) 3500 Lacey Road Downers Grove, Illinois 60515

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