

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM521858

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Schwan's Sales Enterprises, Inc.		10/01/1998	Corporation: MINNESOTA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Schwan's IP, LLC		
<b>Street Address:</b>	115 West College Drive		
<b>City:</b>	Marshall		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	56258		
<b>Entity Type:</b>	Limited Liability Company: MINNESOTA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1566227	LITTLE CHARLIES	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	5075375233		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	9528324348		
<b>Email:</b>	sipllc@schwans.com		
<b>Correspondent Name:</b>	Scott Xi		
<b>Address Line 1:</b>	8500 Normandale Lake Blvd.		
<b>Address Line 2:</b>	Suite 2000		
<b>Address Line 4:</b>	Bloomington, MINNESOTA 55437		
<b>NAME OF SUBMITTER:</b>	Scott Xi		
<b>SIGNATURE:</b>	/Scott Xi/		
<b>DATE SIGNED:</b>	05/02/2019		
<b>Total Attachments: 4</b>			
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**Written Action in Lieu of Meeting by Directors and Governors  
Schwan's Sales Enterprises, Inc.  
SSE Holdings, Inc.  
SSE Manufacturing, Inc.  
SSE Foods, Inc.  
Schwan's International Holdings, Inc.  
Schwan's Europe Limited  
Schwan's IP, LLC**

The undersigned, being all of the directors or governors, as applicable, of Schwan's Sales Enterprises, Inc., a Minnesota corporation ("Schwan's"), SSE Holdings, Inc., a Minnesota corporation and wholly-owned subsidiary of Schwan's ("SSE Holdings"), SSE Manufacturing, Inc., a California corporation and wholly-owned subsidiary of SSE Holdings ("SSE Manufacturing"), SSE Foods, Inc., a Minnesota corporation and wholly-owned subsidiary of SSE Manufacturing ("SSE Foods"), Schwan's International Holdings, Inc., a South Dakota corporation and wholly-owned subsidiary of SSE Foods ("Schwan's International"), Schwan's Europe Limited, a South Dakota corporation and wholly-owned subsidiary of Schwan's International ("Schwan's Europe"), and Schwan's IP, LLC, a Minnesota limited liability company and wholly-owned subsidiary of Schwan's Europe ("Schwan's IP" and, together with Schwan's, SSE Holdings, SSE Manufacturing, SSE Foods, Schwan's International and Schwan's Europe, being collectively called the "Companies" and individually called a "Company"), do hereby adopt in writing the following resolutions:

WHEREAS, SSE Holdings, SSE Manufacturing and SSE Foods have heretofore effected on this date, through successive capital contributions, the transfer to SSE Foods of all of the shares of capital stock of Schwan's International held by SSE Holdings, following which transfer Schwan's International and its direct and indirect wholly-owned subsidiaries, including Schwan's Europe and Schwan's IP, became direct or indirect wholly-owned subsidiaries of SSE Foods; and

WHEREAS, the Companies now desire to effect, through further successive capital contributions, the transfer to Schwan's IP of (i) all trademarks and service marks owned by Schwan's, all domestic registrations and applications for such marks, and the goodwill of the business symbolized by such marks (collectively, the "Schwan's Marks), and (ii) all trademarks and service marks owned by SSE Foods, all domestic registrations and applications for such marks, and the goodwill of the business symbolized by such marks (collectively, the "SSE Foods Marks"); and

WHEREAS, Schwan's IP desires to enter into arrangements following completion of such successive capital contributions whereby Schwan's IP would license some or all of the Schwan's Marks and the SSE Foods Marks to Schwan's and/or certain of its direct and indirect subsidiaries.

**NOW, THEREFORE, BE IT RESOLVED**, that Schwan's contribute all of the Schwan's Marks to the capital of SSE Holdings; and

**RESOLVED FURTHER**, that SSE Holdings accept the foregoing capital contribution by Schwan's, and that no additional shares of capital stock of SSE Holdings be issued to Schwan's in respect of such capital contribution; and

**RESOLVED FURTHER**, that, immediately following such capital contribution, SSE Holdings contribute all of the Schwan's Marks to the capital of SSE Manufacturing; and

**RESOLVED FURTHER**, that SSE Manufacturing accept the foregoing capital contribution by SSE Holdings, and that no additional shares of capital stock of SSE Manufacturing be issued to SSE Holdings in respect of such capital contribution; and

**RESOLVED FURTHER**, that, immediately following such capital contribution, SSE Manufacturing contribute all of the Shares to the capital of SSE Foods; and

**RESOLVED FURTHER**, that SSE Foods accept the foregoing capital contribution by SSE Manufacturing, and that no additional share of capital stock of SSE Foods be issued to SSE Manufacturing in respect of such capital contribution; and

**RESOLVED FURTHER**, that immediately following such capital contribution, SSE Foods contribute all of the Schwan's Marks and all of the SSE Foods Marks to the capital of Schwan's International; and

**RESOLVED FURTHER**, that Schwan's International accept the foregoing capital contribution by SSE Foods, and that no additional shares of capital stock of Schwan's International be issued to SSE Foods in respect of such capital contribution; and

**RESOLVED FURTHER**, that, immediately following such capital contribution, Schwan's International contribute all of the Schwan's Marks and all of the SSE Foods Marks to the capital of Schwan's Europe; and

**RESOLVED FURTHER**, that Schwan's Europe accept the foregoing capital contribution by Schwan's International, and that no additional shares of capital stock of Schwan's Europe be issued to Schwan's International in respect of such capital contribution; and

**RESOLVED FURTHER**, that, immediately following such capital contribution, Schwan's Europe contribute all of the Schwan's Marks and all of the SSE Foods Marks to the capital of Schwan's IP; and

**RESOLVED FURTHER**, that Schwan's IP accept the foregoing capital contribution by Schwan's Europe, and that no additional membership interests in Schwan's IP be issued to Schwan's Europe in respect of such capital contribution; and

**RESOLVED FURTHER**, that in order to effect the foregoing successive capital contributions, (i) SSE Holdings, SSE Manufacturing, SSE Foods, Schwan's International and Schwan's Europe hereby direct Schwan's to transfer and assign the Schwan's Marks directly to Schwan's IP, and (ii) Schwan's International and Schwan's Europe hereby direct SSE Foods to transfer and assign the SSE Foods Marks directly to Schwan's IP; and

**RESOLVED FURTHER**, that the officers of Schwan's are, and each of them acting alone is, hereby authorized and directed to execute and deliver on behalf of Schwan's one or more assignments of the Schwan's Marks to Schwan's IP in such form as said officer or officers shall in his or their sole discretion approve, the execution and delivery of any such assignment by said officer or officers to be conclusive evidence of approval of the same as so executed and delivered; and

**RESOLVED FURTHER**, that the officers of SSE Foods are, and each of them acting alone is, hereby authorized and directed to execute and deliver on behalf of SSE Foods one or more assignments of the SSE Foods Marks to Schwan's IP in such form as said officer or officers shall in his or their sole discretion approve, the execution and delivery of any such assignment by said officer or officers to be conclusive evidence of approval of the same as so executed and delivered; and

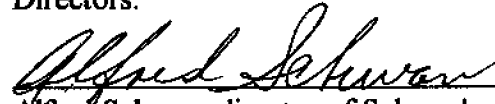
**RESOLVED FURTHER**, that the officers of Schwan's IP are, and each of them acting alone is, hereby authorized and directed to execute and deliver on behalf of Schwan's IP one or more licenses of some or all of the Schwan's Marks and the SSE Foods Marks from Schwan's IP to Schwan's and/or any of its direct or indirect subsidiaries in such form as said officer or officers shall in his or their sole discretion approve, the execution and delivery of any such license by said officer or officers to be conclusive evidence of approval of the same as so executed and delivered; and

**RESOLVED FURTHER**, that the respective officers of each of the other Companies are, and each of them acting alone is, hereby authorized and directed to execute and deliver on behalf of such Company one or more licenses of some or all of the Schwan's Marks and the SSE Foods Marks from Schwan's IP to such Company in such form as said respective officer or officers shall in his or their sole discretion approve, the execution and delivery of any such license by said respective officer or officers to be conclusive evidence of approval of the same as so executed and delivered; and

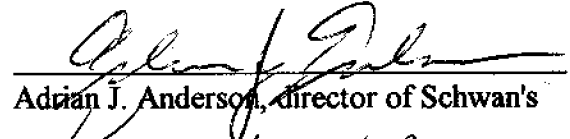
**RESOLVED FURTHER**, that (i) the respective officers of each of the Companies are, and each of them acting alone is, hereby authorized and directed for and on behalf of such Company to do any and all other acts and things, and to make, execute, deliver, file and/or record any and all other agreements, instruments and certificates, as such respective officer or officers shall deem necessary, appropriate or convenient to further the purposes of the foregoing resolutions or the transactions contemplated thereby, and (ii) all actions of the respective officers of each of the Companies heretofore taken for and on behalf of such Company in furtherance of such purposes is hereby ratified, approved and confirmed.

The actions contained herein shall be effective as of the 1<sup>st</sup> day of October, 1998.

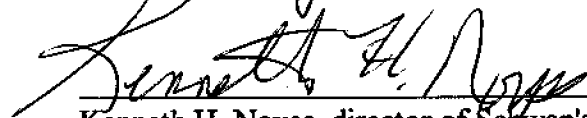
Directors:



Alfred Schwan, director of Schwan's, SSE Holdings, SSE Manufacturing and SSE Foods



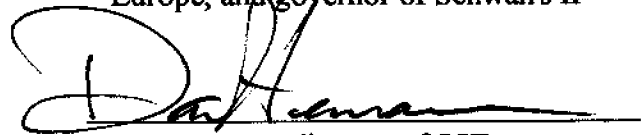
Adrian J. Anderson, director of Schwan's



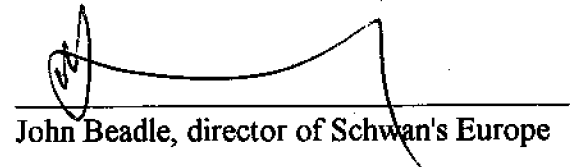
Kenneth H. Noyes, director of Schwan's, SSE Holdings, Schwan's International and Schwan's Europe



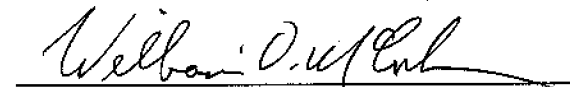
Donald Miller, director of Schwan's, SSE Holdings, SSE Manufacturing, SSE Foods, Schwan's International, and Schwan's Europe, and governor of Schwan's IP



Dan Herrmann, director of SSE Manufacturing, SSE Foods, Schwan's International and Schwan's Europe, and governor of Schwan's IP



John Beadle, director of Schwan's Europe



William O. McCormack, director of Schwan's Europe