FROM-MERCHANT & GOULD

FORM PTO-1594 (Rev. 6-93) OMB No 0051-0011 (exp. 4/94)

## RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

M&G <u>14066 ()-(t)-(-</u> ()	
To the Commissioner of Patents and Trademerks Please record	the attached original documents or copy thereof
1. Name of conveying party(ies):	2. Name and address of receiving party(ies):
Edwards Baking Company	Edwards Fine Foods, Inc.
	6875 Jimmy Carter Blvd, Suite 3200
Individuals General Partnership Corporation-State of Georgia Other:	Norcross, Georgia 30071
Additional name(s) of conveying party(less attached?	
3. Nature of conveyance:  Assignment Merger Security Agreement Change of Name Other:	Individual(s) citizenship General Partnership Corporation-State of Georgia Other:
Execution Date: December 31, 2002	If assignee is not domicited in the United States, a domestic representative designation is attached.
:	☐ Yea
į	(Designations must be separate document from Assignment)
	Addutumal namer(s) & address(es) attached?   Yes  No
4. Application number(s) or trademark number(s).	
A. Trademark Application No.(s)/ Mark(s)	B. Trademark Reg. No.(s)/Mark(s)
1	See aπached Schedule
Additional numbers attached? ☑ Yes □ No	
5. Name and address of party to whom correspondence	6. Total number of applications and trademarks involved:
concerning document should be mailed:  Name. Gregory C. Golla  Address: MERCHANT & GOULD P.C.  P.O. Box 2910  Minneapolis, MN 55402-0910	7. Total fee (37 CFR 3.41): \$490.00  Enclosed Authorized to be charged to deposit account  8. Please charge any additional fees or credit any
	overpayments to our Deposit account number: 13-2725
DO NOT USE THIS SPACE	
9. Statement and signature:	
	A
original document	mation is true and correct and any attached copy is a true copy of the
;	<i>Y\/</i> <b>J</b>
Gregory C Golla	03/04/04
Name of Person Signing	Signature Date
	Total number of pages including cover sheet, attachments, and document: $\hat{\mathfrak{T}}$
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> **TRADEMARK REEL: 002806 FRAME: 0545**

## **SCHEDULE**

Registration No.	Mark
2,688,980	EDWARDS
2,675,417	INSURE
2,612,592	EDWARDS & Design
2,566,015	INVISION
2,548,195	EDWARDS WHERE DESSERT COMES
	FIRST & Design
2,533,953	CULINARY HARVEST
2,502,343	INDULGENCE, CONVENIENCE,
:	INNOVATION
2,481,242	PEACHTREE DESSERTS
2,305,701	SUNDAE CREATIONS & Design
2,150,288	PEACHTREE DESSERTS ATLANTA,
	GEORGIA
1,948,989	MOTHER BUTLER & Design
1,948,987	MOTHER BUTLER
1,931,663	EDWARDS (Stylized)
1,483,705	Pie Design
1,307,353	ZIP-A-SNACK & Design
1,293,109	CHRISTOPHER EDWARDS CREAM
	CHEESE CLASSICS & Design
1,239,840	EDWARDS BAKING COMPANY &
	Design
1,057,849	PERSONALITY PAN
1,057,834	THE CLOSEST YET TO HOMEMADE.

TRADEMARK REEL: 002806 FRAME: 0546

## ARTICLES OF MERGER OF EDWARDS HOLDING CORP. INTO EDWARDS BAKING COMPANY

The undersigned hereby certifies as follows:

- 1. Pursuant to a Plan of Reorganization and Merger attached as Exhibit A, Edwards Holding Corp. ("HHC"), a Delaware corporation, shall be merged with and into Edwards Baking Corporation ("EBC"), a Georgia corporation.
  - 2. he merger shall be effective as of the close of business on December 31, 2002.

Dated: October 🧳 , 2002

EDWARDS HOLDING CORP.

Name: Brian R. Sattler

Title: Secretary

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EXHIBIT A

## PLAN OF REORGANIZATION AND MERGER $\mathbf{OF}$ EDWARDS HOLDING CORP. INTO EDWARDS BAKING COMPANY

This Plan of Reorganization and Merger sets forth the terms of the reorganization and merger (the "Reorganization") of Edwards Holding Corp., a Delaware corporation ("EHC"), into Edwards Baking Company, a Georgia corporation ("EBC").

- EHC shall merge into EBC effective as of the close of business on December 31, 2002 (the "Effective Date"), with the result of the Reorganization being that the separate existence of EHC would cease and EBC would become the surviving company.
- On the Effective Date, the Articles of Incorporation of EBC shall be amended to provide to change the corporate name to "Edwards Fine Foods, Inc."
- On the Effective Date, EHC shall transfer all of its shares of common stock of EBC to EBC in exchange for an equal number of new shares of common stock of EBC. Immediately thereafter, EHC shall distribute its new shares of EBC to its sole shareholder, Schwan's Sales Enterprises, Inc., in exchange for all of the outstanding stock of EHC, which shall be cancelled:
- The Reorganization is intended to constitute a tax-free reorganization pursuant to Section 368 of the Internal Revenue Code of 1986, as amended (the "Code"), and this Plan of Reorganization and Merger is intended to constitute a "plan of reorganization" as described in the Treasury Regulations promulgated under Section 368(a)(1)(D) of the Code.

TRADEMARK

RECORDED: 03/04/2004 REEL: 002806 FRAME: 0548