

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT OF AN UNDIVIDED PART OF ASSIGNOR'S INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Old HB, Inc.		07/19/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Flowers Bakeries Brands, LLC
Street Address:	1919 Flowers Circle
City:	Thomasville
State/Country:	GEORGIA
Postal Code:	31757
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 52

Property Type	Number	Word Mark
Registration Number:	3982572	SMARTWHEAT
Registration Number:	3851507	SMARTWHITE
Registration Number:	3898049	SMARTWHITE
Registration Number:	3507610	AUTUMN GRAIN
Registration Number:	3311532	OVEN GOLD
Registration Number:	1905106	HARVEST RIDGE
Registration Number:	3768903	NATURE'S PRIDE
Registration Number:	3641120	NATURE'S PRIDE
Registration Number:	3845596	NATURE'S PRIDE
Registration Number:	4019849	NOTHING LESS THAN 100%
Registration Number:	3892321	PREMIUM HARVEST
Registration Number:	3885216	100% NATURAL. 100% DELICIOUS.
Registration Number:	3901885	OVENCLASSICS
Registration Number:	2119823	HOME PRIDE

OP \$1315.00 3982572

Registration Number:	1649834	HOME PRIDE BUTTER TOP
Registration Number:	1785724	HOME PRIDE
Registration Number:	0214191	HOME PRIDE
Registration Number:	2091104	THE WHEAT YOU WANT
Registration Number:	1015409	BUTTERNUT
Registration Number:	0721100	BUTTERNUT
Registration Number:	0620968	BUTTERNUT
Registration Number:	0586855	
Registration Number:	1362235	GOLDEN HONEY
Registration Number:	1394241	
Registration Number:	1165717	BUTTERMAID
Registration Number:	1732156	AUTUMN WHEAT
Registration Number:	4185108	WONDER
Registration Number:	3256410	WONDER
Registration Number:	3256393	WONDER
Registration Number:	3493873	WHITE BREAD FANS
Registration Number:	4112278	FREDDY THE FRESH GUY
Registration Number:	3905495	SANDWICH WONDER-IZER
Registration Number:	3881337	WONDER-IZER
Registration Number:	3643022	WONDER
Registration Number:	3545549	SOFT.DELICIOUS.NUTRITIOUS.
Registration Number:	3547823	JUST BAKED TASTE
Registration Number:	3398278	GIVE 'EM WHAT THEY LOVE... WONDER!
Registration Number:	1665998	WONDER
Registration Number:	2013047	WONDER
Registration Number:	1874079	WONDER
Registration Number:	1843823	GOOD HEARTH
Registration Number:	1818543	WONDER
Registration Number:	1772507	WONDER KIDS
Registration Number:	0732800	WONDER
Registration Number:	0215188	WONDER
Registration Number:	0776291	WONDER
Registration Number:	2300141	HELPS BUILD STRONG BODIES
Registration Number:	1806898	WHITE GRAIN
Registration Number:	0898833	FUN BUNS

	0780661	
Registration Number:	3356492	MERITA
Registration Number:	3488081	MERITA

CORRESPONDENCE DATA

Fax Number: 4045414753
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Email: miskowitz@kiltown.com
 Correspondent Name: Theodore H. Davis, Kilpatrick Townsend
 Address Line 1: 1100 Peachtree Street, Suite 2800
 Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	F1001-070025
NAME OF SUBMITTER:	Mark Iskowitz, Kilpatrick Townsend
Signature:	/mji/
Date:	07/30/2013

Total Attachments: 12
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TRADEMARK ASSIGNMENT

This Trademark Assignment (“Assignment”) is made by and among Hostess Brands, Inc., a Delaware corporation, by change of name, now known as Old HB, Inc., Interstate Brands Corporation, a Delaware corporation, and IBC Sales Corporation, a Delaware corporation all having a principal address at 12 East Armour Boulevard, Kansas City, Missouri 64111 (collectively “Sellers”) and Flowers Bakeries Brands, LLC, a Delaware limited liability company, with its principal address at 1919 Flowers Circle, Thomasville, Georgia 31757 (“Assignee”) effective as of July 19, 2013. Capitalized terms used herein but not otherwise defined herein shall have the meanings set forth in the Agreement (defined below).

WHEREAS, Sellers, FBC Georgia, LLC and Flowers Foods, Inc. are parties to the Asset Purchase Agreement dated as of January 11, 2013 (the “Agreement”) which was approved by the United States Bankruptcy Court for the Southern District of New York in an Order entered March 20, 2013 in Case No. 12-22052 (RDD) (the “Bread Sale Approval Order”) and which provides for the execution and delivery of this Assignment;

WHEREAS, pursuant to the Agreement, Sellers have agreed to assign, sell, transfer, convey, grant and deliver to Assignee all of their rights to the Purchased Trademarks identified in Schedule 1.1(h) to the Agreement (which are also listed in Exhibit A hereto) but excluding, solely for purposes of this Assignment, those certain Twitter handles and domain names the transfer of which is evidenced by separate assignment instruments between the parties executed and delivered concurrently herewith (such Purchased Trademarks, the “Assigned Trademarks and Rights”);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, on the terms and subject to the conditions set forth

in the Agreement, effective as of the Closing, the undersigned Sellers, and each of them individually, do hereby assign, sell, transfer, convey, grant and deliver to Assignee all of Sellers' right, title and interest in, to and under the Assigned Trademarks and Rights, including all registrations and applications for registration thereof, the goodwill of the business connected with the use thereof and symbolized thereby, all common law rights and rights of priority in any country in respect thereto, all rights arising from prior settlements or coexistence agreements with respect thereto and all rights of action, interests, claims and demands recoverable at law or in equity that any Seller has or may have for past, present or future infringements, thereof, in each case free and clear of all Liens (other than any Transferred Exceptions) and Excluded Liabilities.

This Assignment is intended to implement the provisions of the Agreement, is expressly subject to the terms and conditions thereof, and shall not be construed to enhance, extend or limit the representations and warranties, rights, obligations or remedies of any party thereunder, and the Agreement shall not be superseded hereby or merged hereinto but shall remain in full force and effect. In case of any conflict or inconsistency between the terms and conditions of this Assignment and the terms and conditions of the Agreement, the terms and conditions of the Agreement shall govern.

The assignment of the Butternut Assets (as defined in the Bread Sale Approval Order) pursuant to this Assignment is subject to the terms of the Bread Sale Approval Order.

This Assignment will be governed by and construed in accordance with the federal laws of the United States and the laws of the State of New York applicable to contracts made and performed in such State.

This Assignment may be executed in one or more counterparts, each of which will be deemed to be an original copy of this Assignment and all of which, when taken together, will

be deemed to constitute one and the same agreement. A signature delivered by facsimile or other electronic means is as effective as delivery of an original signature.

[Signature page follows]

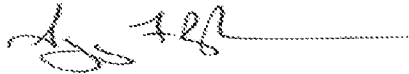
IN WITNESS WHEREOF, the parties have caused this Assignment to be duly executed as of the date first above written.

SELLERS

ASSIGNEE

Hostess Brands, Inc., by change of name now known as Old HB, Inc.


Flowers Bakeries Brands, LLC

By 

Gregory F. Rayburn, Chief Executive Officer


By _____
Name:
Title:

Interstate Brands Corporation

By 

Gregory F. Rayburn, Chief Executive Officer and President

IBC Sales Corporation

By 

Gregory F. Rayburn, Chief Executive Officer and President

IN WITNESS WHEREOF, the parties have caused this Assignment to be duly executed as of the date first above written.

SELLERS

ASSIGNEE

Hostess Brands, Inc., by change of name now known as Old HB, Inc.

Flowers Bakeries Brands, LLC

By _____
Gregory F. Rayburn, Chief Executive Officer

By 7/19/11 _____
Name: KAREN H LAMON
Title: President

Interstate Brands Corporation

By _____
Gregory F. Rayburn, Chief Executive Officer





IBC Sales Corporation

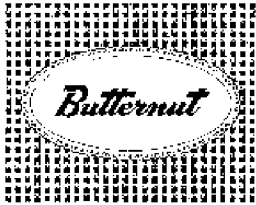

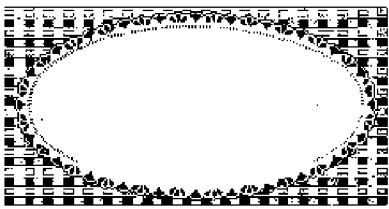
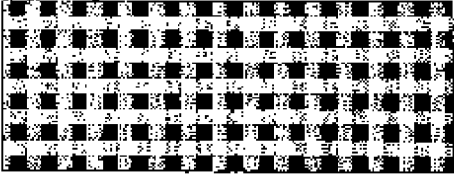
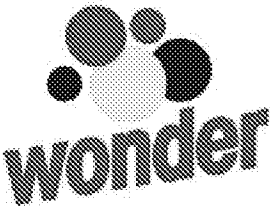

By _____
Gregory F. Rayburn, Chief Executive Officer







Exhibit A
Assigned Trademarks and Rights

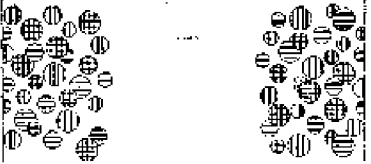
A. Non-Merita Trademarks

(a) U.S. Registrations




Mark	Serial No.	Reg. No.	Reg. Date
SMARTWHEAT	85031183	3982572	June 21, 2011
SMARTWHITE	77853080	3851507	Sep. 21, 2010
	77887592	3898049	Dec. 28, 2010
AUTUMN GRAIN	77346928	3507610	Sep. 30, 2008
OVEN GOLD	77113875	3311532	Oct. 16, 2007
HARVEST RIDGE	74453011	1905106	July 11, 1995
NATURE'S PRIDE	77646319	3768903	Mar. 30, 2010
NATURE'S PRIDE	77976831	3641120	June 16, 2009
NATURE'S PRIDE	77248624	3845596	Sep. 7, 2010
NOTHING LESS THAN 100%	77638111	4019849	Aug. 30, 2011
PREMIUM HARVEST	77920052	3892321	Dec. 21, 2010
100% NATURAL. 100% DELICIOUS.	77917298	3885216	Dec. 7, 2010
	77910024	3901885	Jan. 4, 2011
HOME PRIDE	75213625	2119823	Dec. 9, 1997
	74015149	1649834	July 2, 1991
	74287408	1785724	Aug. 3, 1993
	71226841	0214191	June 15, 1926





Mark	Serial No.	Reg. No.	Reg. Date
THE WHEAT YOU WANT	75148279	2091104	Aug. 26, 1997
	73017562	1015409	July 8, 1975
BUTTERNUT	72100369	0721100	Sep. 5, 1961
	71675701	0620968	Feb. 7, 1956
	71618089	0586855	Mar. 16, 1954
GOLDEN HONEY	73460871	1362235	Sep. 24, 1985
	73511966	1394241	May 20, 1986
BUTTERMAID and Design	73126806	1165717	Aug. 18, 1981
AUTUMN WHEAT	74102685	1732156	Nov. 10, 1992
WONDER	85335661	4185108	Aug. 7, 2012
	78958790	3256410	June 26, 2007
	78958484	3256393	June 26, 2007
WHITE BREAD FANS	78602500	3493873	Aug. 26, 2008
FREDDY THE FRESH GUY	77886644	4112278	Mar. 13, 2012

Mark	Serial No.	Reg. No.	Reg. Date
	77869415	3905495	Jan. 11, 2011
WONDER-IZER	77857444	3881337	Nov. 23, 2010
	77619862	3643022	June 23, 2009
SOFT. DELICIOUS. NUTRITIOUS.	77393642	3545549	Dec. 9, 2008
JUST BAKED TASTE	77273544	3547823	Dec. 16, 2008
GIVE 'EM WHAT THEY LOVE... WONDER!	77245840	3398278	Mar. 18, 2008
	74129435	1665998	Nov. 26, 1991
	74580233	2013047	Nov. 5, 1996
	74487353	1874079	Jan. 17, 1995
GOOD HEARTH	74370512	1843823	July 5, 1994
	74327609	1818543	Jan. 25, 1994
WONDER KIDS	74198409	1772507	May 18, 1993

Mark	Serial No.	Reg. No.	Reg. Date
WONDER	72122917	0732800	June 12, 1962
WONDER	71220328	0215188	July 13, 1926
WONDER	72184794	0776291	Sep. 1, 1964
HELPS BUILD STRONG BODIES	75646459	2300141	Dec. 14, 1999
WHITE GRAIN	74334974	1806898	Nov. 23, 1993
FUN BUNS	72269523	0898833	Sep. 15, 1970
	72159210	0780661	Nov. 24, 1964

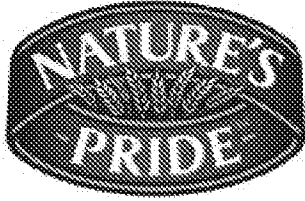
(b) International Registrations & Pending Applications

Mark	Country or Territory	Reg. No. / Serial No.
WONDER	Bahamas	5207
WONDER	Bermuda	8256
WONDER	Colombia	212311
	Colombia	260626
WONDER	Dominican Republic	55238
	Dominican Republic	110034
WONDER	Ecuador	2831-95
WONDER	Panama	80078
WONDER	Saudi Arabia	366/55
	Guatemala	75769

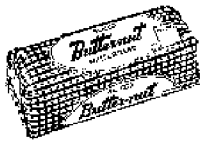
Mark	Country or Territory	Reg. No. / Serial No.
	Malaysia	94009547
WONDER	Philippines	4-1992-83605
WONDER	Puerto Rico	38447
WONDER	Tunisia	EE950905
WONDER	Turkey	103667
	Jamaica	42448
NATURE'S PRIDE	Bahamas	Pending Application No. 34466
NATURE'S PRIDE	Canada	Pending Application No. 1382640
THAT'S OUR PROMISE. THAT'S OUR PRIDE.	Mexico	1118933
HOME PRIDE	Bermuda	8166
HOME PRIDE	Panama	80079
	Dominican Republic	98720
	Puerto Rico	38450

(c) Unregistered Names and Marks

THAT'S OUR PROMISE. THAT'S OUR PRIDE.
THE NATURE'S PRIDE PROMISE
NATURE'S PRIDE (& design):



BAKED THE WAY NATURE INTENDED
THAT JUST RIGHT TASTE BAKED INTO EVERY SLICE
BAHAMA BLEND
BUTTERNUT COUNTRY WHITE
CARB ACTION
WHERE QUALITY MAKES ITSELF AT HOME
WONDER MINUTE BAKER
WONDER (for cereal)
HELPS BUILD STRONG BODIES 12 WAYS



LITE WHITE
LITE WHEAT
WHOLE GRAIN WHITE
CLASSIC


(d) Packaging/Trade Dress

All rights in and to packaging and elements thereof used by Seller currently or in the past in connection with any products offered under any Trademark included in Schedule 1.1(h)(A)(a) or Schedule 1.1(h)(A)(b) of the Agreement.

B. Merita Trademarks

(a) U.S. Registrations

Mark	Serial No.	Reg. No.	Reg. Date
MERITA	78973767	3356492	Dec. 18, 2007

Mark	Serial No.	Reg. No.	Reg. Date
	77372321	3488081	Aug. 19, 2008

(b) International Registrations & Pending Applications

Mark	Country or Territory	Reg. No. / Serial No.
MERITA	Bahamas	Pending Application No. 34465

(c) Unregistered Names and Marks

QUALITY BAKING SINCE 1901
 BAKED IN THE SOUTH FOR THE SOUTH
 MERITA (& design):



SOUTHERN
 SOUTHERN BREAD
 SOUTHERN BREAD (Stylized Script Design)
 OLD FASHIONED
 BUTTER BREAD

(d) Packaging/Trade Dress

All rights in and to packaging and elements thereof used by Seller currently or in the past in connection with any products offered under any Trademark included in Schedule 1.1(h)(B)(a) or Schedule 1.1(h)(B)(b) of the Agreement.