

05-30-2001

Form PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101733594

To the Honorable Commissioner of Patents and Trademarks

attached original documents or copy thereof.

1. Name of conveying party(ies):
Mrs. Smith's Brands, Inc. *5-22-01*

Individuals Association
 General Partnership - Limited Partnership:
 Corporation - State: South Carolina
 Other:

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: Bankers Trust Company *MAY 22 2001*
Internal Address: _____
Street Address: 130 Liberty Street
City: New York State: New York ZIP: 10006

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation _____
 Other - Collateral Agent

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Interest Change of Name
 Other - _____

Execution Date: March 26, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

Additional numbers attached? Yes No

Trademark Registration No.(s)\
Please see attached Schedule A

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Brian Jaenicke, Legal Assistant
Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas
City: New York State: NY ZIP: 10036

6. Total number of applications and registration involved 89

7. Total fee (37 CFR 3.41): \$ 2,240.00
 Enclosed
 Authorized to be charged to deposit account, in case of deficiency

8. Deposit account number:
23-1705 (in case of deficiency)
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Brian T. Jaenicke
Name of Person Signing

Brian T. Jaenicke 5/22/01
Signature Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

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Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

Mrs. Smith's Brands, Inc.

TRADEMARK	Application Number	Application Date	Registration Number	Registration Date
ALMOND NUT TWIRLS	429725	6-10-83	1323561	3-5-85
AUNT FANNY'S	72/354097	3-16-70	930604	3-7-72
AUNT FANNY'S (and design)	74/581200	10-3-94	1927894	10-17-95
AUNTIE'S (and design)	346174	1-18-82	1243811	6-28-83
BAKERY U (and design)	76/033887	4-25-00		
BAMBY	295607	4-15-68	860660	11-19-68
BAMBY (and penguin design)	73/787367	3-20-89	1566226	11-14-89
BATTER MAGIC	275252	8-21-80	1226794	2-8-83
BIG HUB	266679	8-11-80	1196963	6-1-82
BOOPER	266677	8-11-80	1177520	11-10-81
BROAD STREET BAKERY	73/666602	6-15-87	1480976	3-15-88
BROAD STREET BAKERY	74/410043	7-2-93	1841969	6-28-94
BROAD STREET BAKERY (and design)	74/409921	7-2-93	1907897	7-25-95
BUERELLES	275253	8-22-80	1199762	6-29-82
BUMPERS	266682	8-11-80	1190869	2-23-82
BUTTER IN EVERY BITE	215765	5-15-79	1238635	5-17-83
BUTTER UP (Stylized)	73/453847	11-21-83	1324885	3-12-85
COCOANUT TWIRLS	194943	6-5-64	811425	7-19-66
COLD KING	268568	6-30-80	1166692	8-25-81
COTTONTAILS	74/403341	6-16-93	1824538	3-1-94
COTTONTAILS (and Design)	74/403350	6-16-93	1824539	3-1-94
COZY KITCHEN	169108	5-17-63	769252	5-5-64
DANISH KITCHEN (and Design)	74/332065	11-17-92	1799544	10-19-93
DESIGN (european castle)	112289	11-13-77	1071077	8-9-77
DOUGHNUGGETS (and design)	74/510421	4-7-94	1893259	5-9-95
EASTER EGG	74/484741	1-31-94	1928658	10-17-95
EASTER EGG SNACK CAKE (and design)	74/507616	3-31-94	1890048	4-18-95
EUROPEAN BAKERS, LTD.	73/112290	1-13-77	1074702	10-4-77
EUROPEAN BAKERS, LTD. (and design)	423514	4-28-83	1322411	2-26-85
FILL'EM WITH FUN	722775	4-22-83	1285456	7-10-84
FLAV-A-TRON DOUGLAS (and design)	216090	5-17-79	1156533	6-2-81
FOOTBALL SNACKS (and design)	74/431415	8-31-93	1891804	4-25-95
FROM THE GRAIN STREET BAKERS (and design)	73/609147	7-14-86	1433151	3-17-87

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TRADEMARK	Application Number	Application Date	Registration Number	Registration Date
FROM THE HEART OF THE SWEET POTATO (and design)	73/361275	4-23-82	1249177	8-23-83
GOAL! SNACKS	74/540369	6-20-94	1913602	8-22-95
GOAL! SNACKS (and design)	74/541109	6-22-94	1913605	8-22-95
GOLDEN TOP	73/100248	7-5-60	718324	7-11-61
GRAB-A-SNACK	76/135688	9-26-00		
HOOPS SNACKS (and design)	74/503921	3-18-94	1886237	3-28-95
JELLY NELLY	266680	8-11-80	1190868	2-23-82
KWIK-BAKE	378611	8-6-82	1293087	9-4-84
MCMILLIAN'S	74/509302	4-5-94	1907523	7-25-95
MELLO-RICH	72/188284	3-9-64	817477	10-25-66
MIRACLE BAKE	72/185724	1-30-64	789525	5-18-65
MOUNTAIN FARM	73/511755	12-3-84	1389281	4-8-86
MOUNTAIN FARM	74/502215	3-18-94	1883776	3-14-95
MOURTAIN FARM (and design)	74/503861	3-18-94	1895225	5-23-95
MOURTAIN FARM (and design)	74/503868	3-18-94	1883778	3-14-95
MRS. FRESHLEY'S (and design)	74/051116	4-20-90	1641435	4-16-91
MRS. SMITH'S	72/184842	1-17-64	786887	3-16-65
MRS. SMITH'S	73/392901	9-29-82	1276937	5-8-84
MRS. SMITH'S (and design)	74/175071	6-11-91	1696347	6-23-92
MRS. SMITH'S (and design)	73/392682	9-29-82	1276935	5-8-84
MRS. SMITH'S (and design)	72/171190	6-17-63	791923	6-29-65
MRS. SMITH'S BAKERY FULL OF SOLUTIONS (and design)	75/703162	5-11-99		
MRS. SMITH'S TOASTER BAKERY	75/553538	9-16-98		
NEW HARVEST	73/515215	12-24-84	1351978	7-30-85
NEW TRADITION	73/515216	12-24-84	1351979	7-30-85
NUTTY BUMPERS	266683	8-11-80	1190870	2-23-82
OLD FASHIONED	73/638924	12-29-86	1461503	10-13-87
OREGON FARMS	73/021749	5-17-74	1034002	2-17-76
OREGON FARMS (and design)	510990	11-29-84	1359506	9-10-85
ORONOQUE ORCHARDS (and design)	75/454038	3-20-98	2228766	3-2-99
ORONOQUE ORCHARDS (stylized)	74/208013	9-30-91	1729659	11-3-92
PECAN BINGO'S	274731	8-18-80	1179422	11-24-81
PECAN TWIRLS	151288	8-16-62	767652	3-31-64
PET-RITZ	75/127877	7-1-96	2077415	7-8-97
PET-RITZ	72/030291	5-24-57	653166	10-15-57
PIES INC. (and design)	74/334298	11-24-92	1784321	7-27-93
POUR-A-QUICHE	74/494273	2-25-94	1897641	6-6-95
PREMIUM PAK (and design)	73/368718	6-14-82	1254661	10-18-83
PRIZE RECIPE	73/515212	12-24-84	1374955	12-10-85

(iv)

TRADEMARK	Application Number	Application Date	Registration Number	Registration Date
REGAL MANOR (and design)	73/474987	4-11-84	1321116	2-19-85
RUBEL'S DEUTSCHES SCHWARZ BROT (and design)	72/180231	10-31-63	787254	3-23-65
SALADS INTERNATIONAL DOUGLAS (and design)	228546	8-22-79	1160181	7-7-81
SMARTSTYLE	74/215634	10-25-91	1803860	11-9-93
STILWELL	75/185627	10-22-96	2113973	11-18-97
STILWELL	75/351427	9-3-97	2184100	8-25-98
STILWELL (and design)	73/107498	11-23-76	1079974	12-20-77
SWEET WISE	75/047856	1-24-96	2071339	6-17-97
TABLE PRIDE (and design)	74/040314	3-20-90	1643783	5-7-91
TABLE PRIDE (stylized)	254460	3-17-80	1187947	1-26-82
TABLE PRIDE INC. (and design)	73/429359	6-8-83	1312729	1-1-85
TESORITOS	74/416185	7-23-93	1873367	1-10-95
TEXAS CINNAMON ROLL	75/319224	7-3-97		
THE BEST "BREAK" COFFEE EVER HAD	72/127854	9-14-61	744266	1-22-63
THE TASTE THAT TAKES YOU HOME	74/721383	8-28-95	2067831	6-3-97
TRIFTY HOUSE (and design)	73/465563	2-13-84	1332457	4-23-85
VALENTINE SWEET TREATS (and design)	74/503912	3-18-94	1886236	3-28-95

(v)

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, MRS. SMITH'S BRANDS, INC., a South Carolina corporation (the "Grantor") with principal offices at 2855 Rolling Pin Lane, Suite A, Suwanee, Georgia 30024, hereby assigns and grants to BANKERS TRUST COMPANY, as Collateral Agent, with principal offices at 130 Liberty Street, New York, New York 10006 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

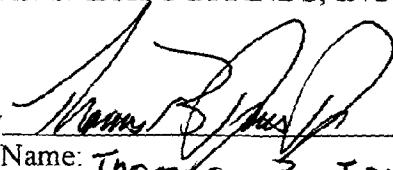
THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of March 26, 2001 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall, upon such satisfaction, execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

* * *

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 26th day of March, 2001.

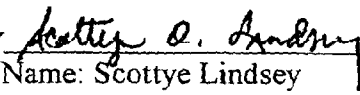
MRS. SMITH'S BRANDS, INC., Grantor

By 

Name: Thomas B. Jones, Sr.

Title: Authorized Representative

BANKERS TRUST COMPANY,
as Collateral Agent, Grantee

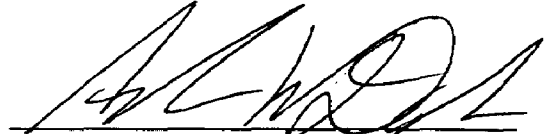
By 

Name: Scottye Lindsey

Title: Vice President

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 26th day of March, 2001, before me personally came _____ Thomas B. Jones, Jr. who, being by me duly sworn, did state as follows: that he is Authorized Representative of MRS. SMITH'S BRANDS, INC., that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

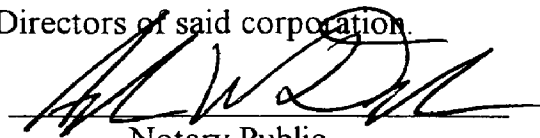


Notary Public

ADAM W. DECKER
Notary Public, State of New York
No. 01DE6045568
Qualified in New York County
Commission Expires July 31, 2002

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 26th day of March 26, 2001, before me personally came Scottye Lindsey who, being by me duly sworn, did state as follows: that he is Vice President of BANKERS TRUST COMPANY that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.


Notary Public

ADAM W. DECKER
Notary Public, State of New York
No. 01DE6045568
Qualified in New York County
Commission Expires July 31, 2002