

11-28-2001



Form PTO-1594
1-31-92

ET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101902143

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Hampton Roads Baking Company, LLC

Individuals Association
 General Partnership - Limited Partnership:
 Corporation - State:
 Other: a Virginia limited liability company

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

11-5-01

2. Name and address of receiving party(ies):
 Name: **Bankers Trust Company**
 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: **September 7, 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 **15**

7. Total fee (37 CFR 3.41): \$ **140.00**
 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)

11/27/2001 TDIAZ1 00000018 72163685 **DO NOT USE THIS SPACE**

01 FC:481 40.00 DP
 02 FC:482 100.00 DP

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
 Signature

11/5/01
 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:

**Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231**

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.

SCHEDULE A

TRADEMARK	Application Number	Application Date	Registration Number	Registration Date
MARY JANE	72-165,685	3-29-63	796,488	9-21-65
NATURAL GRAIN	73-390,275	9-27-82	1,268,423	2-21-84
MARY JANE SUPER WHITE BETTER THAN WHEAT (and design)	74-394,497	5-25-93	1,923,004	9-26-95
GOLD'N GRAINS (and design)	74-322,149	10-14-92	(abandoned)	
SPLIT TOP (and design)	73-088,228	5-24-76	1,073,713	9-20-77 (expired)
SUPER VALUE	N/A	N/A	N/A	N/A

(iii)

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

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, HAMPTON ROADS BAKING COMPANY, LLC, a Virginia limited liability company (the "Grantor") with principal offices at 1209 Corprew Avenue, Norfolk, Virginia 23504, 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.

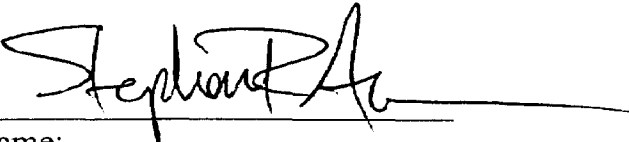
THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of March 26, 2001 (as amended from time to time, 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 7th day of September, 2001.

HAMPTON ROADS BAKING COMPANY, LLC,
Grantor

By 
Name:
Title:

BANKERS TRUST COMPANY,
as Collateral Agent, Grantee

By _____
Name:
Title:

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 7th day of September, 2001.

HAMPTON ROADS BAKING COMPANY, LLC,
Grantor

By _____
Name:
Title:

BANKERS TRUST COMPANY,
as Collateral Agent, Grantee

By Scottye D. Lindsey
Name: SCOTTYE D. LINDSEY
Title: Vice President

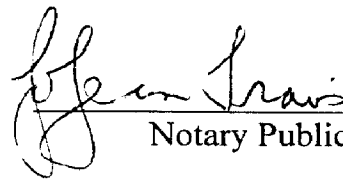
STATE OF Georgia)
) ss.: 259.86.0954
COUNTY OF Thomas)

On this 7th day of September, 2001, before me personally came Steve Averca
who, being by me duly sworn, did state as follows: that [s]he is Authorized Representative of
HAMPTON ROADS BAKING COMPANY, LLC, that [s]he is authorized to execute the
foregoing Grant on behalf of said company and that [s]he did so by authority of the Board of
Directors of said company.

Deane D. Lima
Notary Public

STATE OF NY)
) ss.:
COUNTY OF NY)

On this 7th day of September, 2001, before me personally came SCOTTED LINDSEY who, being by me duly sworn, did state as follows: that [s]he is VICE PRESIDENT of BANKERS TRUST COMPANY that [s]he is authorized to execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.



Notary Public

JOJEAN TRAVIS
Notary Public, State of New York
No. 01TR5013241
Qualified in New York County
Commission Expires July 15, 2003

(ii)