

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security interest - Second Lien
EFFECTIVE DATE:	05/26/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sturm Foods, Inc.		05/26/2005	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	Deutsche Bank Trust Company Americas
Street Address:	60 Wall Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	Collateral Agent:

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Serial Number:	78620569	FULFILL
Serial Number:	78449648	STURM'S VILLAGE FARM SINCE 1905
Serial Number:	78569184	MOO MAGIC
Serial Number:	78439907	ON THE RUN
Serial Number:	76608274	RIVER MARKET
Serial Number:	76578916	STURM'S VILLAGE FARM
Serial Number:	76567635	COOKING WITH JACK STURM
Serial Number:	76562032	RIVER MARKET
Registration Number:	2600763	STURM FOODS
Registration Number:	2662003	STURM FOODS
Registration Number:	2071622	MARSHMALLOWS GALORE
Registration Number:	1362297	VILLAGE FARM
Registration Number:	1262561	STURM'S VILLAGE FARM

CH \$390.00 78620569

Registration Number:	1046946	STURM'S VILLAGE FARM
Serial Number:	78535982	SLOSH

CORRESPONDENCE DATA

Fax Number: (212)354-8113
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2128198928
Email: enunn@whitecase.com
Correspondent Name: White & Case LLP
Address Line 1: 1155 Avenue of the Americas
Address Line 2: Attn: Elizabeth A. Nunn
Address Line 4: New York, NEW YORK 10036-2787

NAME OF SUBMITTER:	Elizabeth A. Nunn
Signature:	/Elizabeth A. Nunn/
Date:	06/01/2005

Total Attachments: 6
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**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, STURM FOODS, INC., a Wisconsin corporation (the "Grantor") with principal offices at 215 Center Street, Manawa, WI 54949-0287, hereby grants to DEUTSCHE BANK TRUST COMPANY AMERICAS, as Collateral Agent, with principal offices at 60 Wall Street, New York, New York 10005 (the "Grantee"), a continuing second priority security interest in (i) all of the Grantor's right, title and interest in, to and under 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 Second-Lien Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of May 26, 2005 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall 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.


[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
26th day of May, 2005.

STURM FOODS, INC., as Grantor

By 
Name: Daniel J. Hopkin
Title: Vice President

DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Collateral Agent and Grantee

By 
Name: Scottye Lindsey
Title: Director

By 
Name: Marguerite Sutton
Title: Director

Second-Line Trademark Grant

TRADEMARK
REEL: 003095 FRAME: 0911

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

On this 26th day of May, 2005, before me personally came Daniel
J. Hepkin who, being by me duly sworn, did state as follows: that he is
Vice President of Sturm Foods, 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

KATHLEEN MON
Notary Public, State of New York
No. 01MO6116060
Qualified in New York County
Commission Expires Sept. 20, 2008

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




On this 26th day of May, 2005, before me personally came Scottye Lindsey and Marguerite Sutton who, being by me duly sworn, did state as follows: that they are Director and Vice President of Deutsche Bank Trust Company Americas, that they are authorized to execute the foregoing Grant on behalf of said corporation and that they did so by authority of the Board of Directors of said corporation.



Notary Public

KATHLEEN MON
Notary Public, State of New York
No. 01MO6116060
Qualified in New York County
Commission Expires Sept. 20, 2008

SCHEDULE A

Mark	(Application No.) /Registration No.	(Filing Date) Registration Date
FULFILL	(78/620,569)	05/01/05
STURM'S VILLAGE FARM SINCE 1905 and Design 	(78/449,648)	07/13/04
MOO MAGIC	78/569,184	02/17/05
ON THE RUN	(78/439,907)	06/23/04
RIVER MARKET	(76/608,274)	08/23/04
STURM'S VILLAGE FARM Stylized Letters 	(76/578,916)	03/03/04
COOKING WITH JACK STURM	(76/567,635)	12/29/03
RIVER MARKET Stylized Letters	(76/562,032)	11/26/03
STURM FOODS and Design 	2,600,763	07/30/02
STURM FOODS	2,662,003	12/17/02
MARSHMALLOWS GALORE	2,071,622	06/17/97
VILLAGE FARM	1,362,297	09/24/85
STURM'S VILLAGE FARM	1,262,561	12/27/83
STURM'S VILLAGE FARM	1,046,946	08/24/76
SLOSH	78/535,982	12/21/04