

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|----------------------------------|----------|----------------|-------------------------------------|
| Matthew Headley Holdings, L.L.C. | | 05/18/2006 | LIMITED LIABILITY COMPANY: MISSOURI |

RECEIVING PARTY DATA

| | |
|--------------------------|--|
| Name: | Trion Ventures I, L.P. |
| Street Address: | 5910 N. Central Expressway, Suite 1660 |
| Internal Address: | Attn: Mike Hogan |
| City: | Dallas |
| State/Country: | TEXAS |
| Postal Code: | 75206 |
| Entity Type: | LIMITED PARTNERSHIP: TEXAS |

PROPERTY NUMBERS Total: 16

| Property Type | Number | Word Mark |
|----------------------|----------|--|
| Registration Number: | 1370426 | CORNIES |
| Registration Number: | 1198111 | GOOD FOODS FOR GOOD TIMES |
| Registration Number: | 0748855 | KAS |
| Registration Number: | 0648663 | KAS ALWAYS FRESH WHOLESOME & DELICIOUS |
| Registration Number: | 1713958 | KRUN-CHEE |
| Registration Number: | 1398716 | KRUN-CHEE |
| Registration Number: | 1406970 | POP CORN |
| Registration Number: | 1417593 | SNACK TIME |
| Registration Number: | 0930102 | SNACKTIME |
| Serial Number: | 78287244 | CHIP ZIP |
| Serial Number: | 76378641 | DICKEY'S |
| Serial Number: | 78287237 | GEN G |
| Serial Number: | 78287227 | GENERATION GO |

CH \$415.00 1370426

| | | |
|----------------------|----------|-------------|
| Registration Number: | 0771219 | KRUN.CHEE |
| Serial Number: | 78264582 | LA FAMOUS |
| Registration Number: | 1778228 | SNACK TIME! |

CORRESPONDENCE DATA

Fax Number: (214)999-9098
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 214-969-1513
Email: luke.walker@tklaw.com
Correspondent Name: Luke Walker
Address Line 1: 1700 Pacific Avenue, Suite 3300
Address Line 2: IP Docketing, Attn: Luke Walker
Address Line 4: Dallas, TEXAS 75201

| | |
|-------------------------|---------------|
| ATTORNEY DOCKET NUMBER: | 509767.000002 |
| NAME OF SUBMITTER: | Luke Walker |
| Signature: | /Luke Walker/ |
| Date: | 07/30/2006 |

Total Attachments: 4
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TRADEMARK ASSIGNMENT AGREEMENT

THIS TRADEMARK ASSIGNMENT AGREEMENT (this "**Agreement**"), effective as of May 18, 2006 (the "**Effective Date**"), is made by and between Matthew Headley Holdings, L.L.C., a Missouri limited liability company ("**Assignor**"), and Trion Ventures I, L.P., a Texas limited partnership ("**Assignee**").

W I T N E S S E T H:

WHEREAS, Assignor has adopted, used and in certain cases registered or applied for registration of certain trademarks and service marks used in connection with Assignor's business, including without limitation, those listed on Exhibit A to this Agreement (collectively, the "**Marks**"); and

WHEREAS, Assignor currently owns all rights, title and interest in and to the Marks;

WHEREAS, Assignor has agreed to assign and Assignee has agreed to acquire all of Assignor's right, title, and interest in and to the Marks, both registered and common law, the goodwill of the business symbolized thereby, and the right to recover damages and profits for past infringement thereof; and

WHEREAS, Assignee is a successor to Assignor's business, or portion of the business to which the marks pertain, and such business is ongoing and existing.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The parties acknowledge and agree that Assignee has purchased and is a successor to Assignor's business, or portion of the business to which the marks pertain, and such business is ongoing and existing.

2. Assignor hereby assigns, transfers and conveys unto Assignee all of Assignor's right, title and interest in and to the Marks, both registered and common law, the goodwill of the business symbolized thereby, and the right to recover damages and profits for past infringement thereof.

3. Assignor agrees, at Assignee's expense, to execute and deliver all other agreements, confirmations of assignment, and documents as may be reasonably necessary in Assignee's opinion to effectuate the assignment of the Marks and to satisfy the intent set forth in this Agreement.


4. This Agreement shall be governed by and construed in accordance with the laws of the United States of America and of the State of Texas.

[Intentionally left blank. Signature page to follow.]

IN WITNESS WHEREOF, Assignor has caused its duly authorized representative to execute this Assignment effective as of the date first above written.

MATTHEW HEADLEY HOLDINGS, L.L.C.

By:


Name: Matthew Headley
Title: MANAGING DIRECTOR

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TRADEMARK
REEL: 003357 FRAME: 0684

EXHIBIT A TO TRADEMARK ASSIGNMENT AGREEMENT

| Owner | Mark | Reg. No. | Ser. No. | Reg. Date/App. Date |
|----------------------------------|---|-----------------|-----------------|----------------------------|
| Matthew Headley Holdings, L.L.C. | CORNIES | 1370426 | | 12-Nov-1985 |
| Matthew Headley Holdings, L.L.C. | GOOD FOODS FOR GOOD TIMES (STYLIZED) | 1198111 | | 15-Jun-1982 |
| Matthew Headley Holdings, L.L.C. | KAS | 0748855 | | 30-Apr-1963 |
| Matthew Headley Holdings, L.L.C. | KAS ALWAYS FRESH WHOLESOME & DELICIOUS and Design | 0648663 | | 16-Jul-1957 |
| Matthew Headley Holdings, L.L.C. | KRUN-CHEE and Design | 1713958 | | 08-Sep-1992 |
| Matthew Headley Holdings, L.L.C. | KRUN-CHEE and Design | 1398716 | | 24-Jun-1986 |
| Matthew Headley Holdings, L.L.C. | POP CORN and Design | 1406970 | | 26-Aug-1986 |
| Matthew Headley Holdings, L.L.C. | SNACK TIME and Design | 1417593 | | 18-Nov-1986 |
| Matthew Headley Holdings, L.L.C. | SNACKTIME (Stylized) | 930102 | | 28-Feb-1972 |
| Matthew Headley Holdings, L.L.C. | CHIP ZIP | | 78287244 | 14-Aug-2003 |
| Matthew Headley Holdings, L.L.C. | DICKEY'S | | 76378641 | 24-Feb-2004 |
| Matthew Headley Holdings, L.L.C. | GEN G | | 78287237 | 14-Aug-2003 |

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| Owner | Mark | Reg. No. | Ser. No. | Reg. Date/App. Date |
|----------------------------------|------------------------|----------|----------|---------------------|
| Matthew Headley Holdings, L.L.C. | GENERATION GO | | 78287227 | 14-Aug-2003 |
| Matthew Headley Holdings, L.L.C. | KRUN.CHEE and Design | 0771219 | | 09-June-1964 |
| Matthew Headley Holdings, L.L.C. | LA FAMOUS | | 78264582 | 19-Jun-2003 |
| Matthew Headley Holdings, L.L.C. | SNACK TIME! and Design | 1778228 | | 22-Jun-1993 |