

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment of entire interest and goodwill pursuant to UCC public disposition per T.C.A. 47-9-610 et seq.

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Southern Specialty Brands, Inc.		11/29/2007	CORPORATION: TENNESSEE

RECEIVING PARTY DATA

Name:	Brown Bark II, L.P.
Street Address:	4100 Grennbriar, Suit 180
City:	Stafford
State/Country:	TEXAS
Postal Code:	77477
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	272452	EEL-BECK
Registration Number:	333618	DIXIELILY LIGHT AS AIR WHITE AS SNOW
Registration Number:	641495	PINE MOUNTAIN
Registration Number:	982318	CEE-LECT
Registration Number:	1016419	PERKERSON'S
Registration Number:	1149080	DIXIE LILY
Registration Number:	1488721	PINE MOUNTAIN
Registration Number:	1597643	DIXIE LILY

CORRESPONDENCE DATA

Fax Number: (615)255-4855
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 615-255-4849
 Email: probertson@smythepuryear.com
 Correspondent Name: Philip L. Robertson, Esq.

OP \$215.00 272452

Address Line 1: 144 Second Ave. N., Ste 333
Address Line 4: Nashville, TENNESSEE 37201

NAME OF SUBMITTER: Philip L. Robertson

Signature: /Philip L. Robertson/

Date: 01/24/2008

Total Attachments: 3
source=Second Transfer Statement#page1.tif
source=Second Transfer Statement#page2.tif
source=Second Transfer Statement#page3.tif

This document prepared by:
Philip L. Robertson, Esq.
150 Fourth Ave., North Suite 2200
Nashville, TN 37219

**TRANSFER STATEMENT
PURSUANT TO T.C.A. §47-9-619**

Debtor: **Southern Specialty Brands, Inc.**
100 Winners Circle N., Suite 158
Brentwood, Tennessee 37027
FEIN: 62-1625343

Secured Party: **Brown Bark II, L.P.**
4100 Greenbriar, Suite 180
Stafford, Texas 77477

Transferee: **Brown Bark II, L.P.**
4100 Greenbriar, Suite 180
Stafford, Texas 77477

PLEASE TAKE NOTICE that Brown Bark II, L.P. ("Brown Bark"), the aforesaid Secured Party, maintains a perfected first priority security interest, as assignee of Regions Bank f/k/a AmSouth Bank, in each of the following Trademarks owned by the aforescribed Debtor, Southern Specialty Brands, Inc. ("SSB"):

MARK	GOODS COVERED	USTPO SERIAL /REGISTRATION NO.
Bodacious Blueberry	Dry baking mixes	2533000
Coco Nana	Dry baking mixes	76055870
Cosmic Cherry	Dry baking mixes	2621962
Blueberries 'n Cream	Dry baking mixes	76055872
Dixie Lily	Rice, grits, flour, cornmeal, hush puppy mix, macaroni and cheese, corn muffin mix, wheat flour, corn meal, self rising corn meal mix, cornbread mix, pancake mix, biscuit mix, baking mixes, frozen biscuits, frozen rolls,	2769051 (prior 0333618)

	and self-rising wheat flour.	
Galactic Grape	Dry baking mixes	76054844
Lemon Drop	Dry baking mixes	76055871
Peaches 'n Cream	Mixes for making bakery goods	76055581
Verry Berry	Muffin mixes	2526010
Verry Berry – Words, letters, and/or numbers in stylized form	Muffin Mixes	2533001
Verry Berry	Pancake Mixes	2536701
Watermelon Wow	Mixes for bakery goods	2621963
The Magnolia Inn - design, plus words, letters and/or numbers	Grits, cornmeal, milled rice	2636453
Adam's	Grits, bakery mixes, meal	Common Law
Arnett's	Bakery mixes, meal	Common Law
Alabama King	Meal	Common Law
Blackwell	Grits, bakery mixes, meal	Common Law
Dunn's	Meal	Common Law
Eel-beck	Grits, bakery mix, meal, flour	272452
Happyvale	Meal	Common Law
Miller's	Bakery mixes, meal	Common Law
Pine Mountain	Corn meal, grits, syrup, beans	641495; 1488721
Perkerson's	Meal, flour, mixes	Common Law
Sconyer's	Bakery mixes, meal	Common Law
Uncle John's	Meal	Common Law
Avery's	Bakery mixes, meal	Common Law
Mother's	Bakery mixes, meal	Common Law
Old South	foodstuff s	Common Law
Murphy's	Meal	Common Law
Shriver's	foodstuffs	Common Law
Hollyhock	Flour	Common Law
Honey Girl	foodstuffs	Common Law
Country Mill	foodstuffs	Common Law
Cee-Lect	foodstuffs	982318
See-All	Rice, meal	Common Law

SSB has defaulted in connection with its obligations to Brown Bark secured, in part, by the aforescribed collateral;

Brown Bark has exercised its post-default remedies with respect to the aforescribed collateral and has foreclosed upon and offered the aforescribed collateral for public disposition in accordance with T.C.A. § 47-9-610;

By reason of the exercise, Brown Bark, the aforescribed Transferee, has acquired the rights of the SSB in the aforescribed collateral pursuant to public sale held Thursday November 29, 2007.

BROWN BARK II, L.P.

BY: *[Signature]*

ITS: AUTHORIZED SIGNATORY

STATE OF TEXAS)
COUNTY OF FORT BEND)

Appeared before me, the undersigned notary public in and for the county aforesaid, James M. Hrebenar, the Authorized Signatory of Brown Bark II, L.P., with whom I am well acquainted or whose identity was made known to me upon reasonable proof, and who made oath to the foregoing under penalty of perjury and executed the same for the purposes therein contained.

[Signature]
NOTARY PUBLIC

MY COMMISSION EXPIRES: July 12, 2010

