

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GFA Brands, Inc.		11/04/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of Montreal, as Agent
Street Address:	115 South LaSalle Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	Chartered Bank: CANADA

PROPERTY NUMBERS Total: 70

Property Type	Number	Word Mark
Registration Number:	3649833	SMART BALANCE
Registration Number:	3648468	EARTH BALANCE
Registration Number:	3138972	ENJOY TO YOUR HEART'S CONTENT
Registration Number:	3123451	NO-BURN
Registration Number:	3040858	CANOLA BALANCE
Registration Number:	2941879	BUTTERY BURST
Registration Number:	2943251	PATENTED BLEND TO HELP BALANCE CHOLESTEROL
Registration Number:	2862957	OMEGA 3 FROM THE SEA
Registration Number:	2958216	SMART BALANCE OMEGA
Registration Number:	3151479	OCEAN BALANCE
Registration Number:	3151478	OMEGA BALANCE
Registration Number:	2727374	MOVIE PALACE
Registration Number:	2952127	SMART BALANCE
Registration Number:	2586911	BALANCING YOUR FATS

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Registration Number:	2678729	SOY GARDEN
Registration Number:	2237867	EARTH BALANCE
Registration Number:	2200663	SMART BALANCE
Registration Number:	2302961	SMART COW
Registration Number:	2182820	SMART OIL
Registration Number:	2276285	SMART BALANCE
Registration Number:	2290357	POWER OATS
Registration Number:	2045728	SMART SLICES
Registration Number:	2175327	SMARTER THAN BUTTER!
Registration Number:	1750812	DEDICATED TO HEART HEALTH
Registration Number:	2084664	SMART SQUEEZE
Registration Number:	1874017	THE ORIGINAL BREAD 'N BUTTER PICKLES
Registration Number:	1836307	SMART SPREAD
Registration Number:	1810146	SMART MAYO
Registration Number:	1933384	SMART SLICES
Registration Number:	1754419	SMART BEAT
Registration Number:	1668672	HEART BEAT
Registration Number:	1662599	HEART BEAT
Registration Number:	1550337	HEART BEAT
Registration Number:	1532238	HEARTBEAT
Registration Number:	1496034	H-O
Registration Number:	1296665	H-O
Registration Number:	1247220	TASTE THIS GOOD HAPPENS ONCE IN A PICKLE
Registration Number:	1275379	MRS. FANNING'S
Registration Number:	808170	SPIN BLEND
Registration Number:	531766	FANNING'S
Registration Number:	436002	H-O
Registration Number:	309722	NUCOA
Registration Number:	217379	CREAM
Registration Number:	59917	H-O
Registration Number:	44779	NUCOA
Registration Number:	23770	H-O
Serial Number:	77566103	SMART BALANCE
Serial Number:	77200602	EARTH BALANCE
Serial Number:	77580457	SMART 'N HEALTHY

Serial Number:	77546578	GREAT TASTE & GOOD HEALTH. . .TOGETHER AT LAST
Serial Number:	77200582	SMART BALANCE
Serial Number:	77512148	HEARTRIGHT
Serial Number:	77446541	0% SATURATED FAT. 100% DELICIOUS
Serial Number:	77716694	EARTH BALANCE
Serial Number:	77779892	FOOD FOR THOUGHT
Serial Number:	77749193	SMART BALANCE
Serial Number:	78922587	YOU CAN ALMOST TASTE IOWA IN EVERY BITE
Serial Number:	78900440	SMART BALANCE OMEGA
Serial Number:	78860185	SMART BALANCE OMEGA
Serial Number:	78934143	HEARTSTAKES
Serial Number:	78335601	CHOLESTEROL BALANCE
Serial Number:	77154180	SMART TOMATO
Serial Number:	77864206	
Serial Number:	77864305	
Serial Number:	77864290	
Serial Number:	77864279	
Serial Number:	77864268	
Serial Number:	77864244	
Serial Number:	77864253	
Serial Number:	77864231	

CORRESPONDENCE DATA

Fax Number: (312)701-2361
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (312) 845-3430
Email: kalwa@chapman.com
Correspondent Name: Richard Kalwa
Address Line 1: 111 West Monroe Street
Address Line 2: Chapman and Cutler LLP
Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER:	1919281
NAME OF SUBMITTER:	Richard Kalwa
Signature:	/richard kalwa/
Date:	11/05/2009

Total Attachments: 6

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TRADEMARK COLLATERAL AGREEMENT

This Trademark Collateral Agreement dated as of this 4th day of November, 2009, is made by GFA Brands, Inc., a Delaware corporation (the "Debtor") having its principal place of business and mailing address at 115 West Century Road, Suite 260, Paramus, New Jersey 07652 in favor of Bank of Montreal, a Canadian chartered bank, acting through its Chicago branch ("BMO"), with its mailing address at 115 South LaSalle Street, Chicago, Illinois, acting as administrative agent hereunder for the Secured Creditors as defined in the Security Agreement referred to below, and its successors and assigns (BMO acting as such administrative agent and any successor(s) or assign(s) to BMO acting in such capacity being hereinafter referred to as the "Agent").

WHEREAS, under the terms of the Security Agreement Re: Intellectual Property of even date herewith executed by Debtor in favor of Agent (as the same may be amended, modified, or restated from time to time, the "Security Agreement"), the Debtor has granted to the Agent, for the ratable benefit of the Secured Parties, a security interest in certain intellectual property of Debtors as more particularly described therein, and has agreed as a condition thereof to execute this Trademark Collateral Agreement for recording with the U.S. Patent and Trademark Office and other governmental entities.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Debtor agrees as follows:

1. Grant of Security. Debtor hereby grants to the Agent for the benefit of the Secured Creditors a continuing security interest in, the following property:

(i) Each trademark, trademark registration, and trademark application listed on Schedule A hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration, and trademark application; and

(ii) All proceeds of the foregoing, including without limitation any claim by Debtor against third parties for damages by reason of past, present or future infringement of any trademark, trademark registration, or trademark application listed on Schedule A hereto or by reason of injury to the goodwill associated with any such trademark, trademark registration, or trademark application, in each case together with the right to sue for and collect said damages;

all as more particularly described in and subject to the terms and conditions of the Security Agreement, to secure the payment and performance of all Secured Obligations of Debtor as set out in the Security Agreement. The terms and provisions of the Security Agreement are incorporated herein by reference as if fully set forth herein.


2. Recordation. Debtor authorizes and requests that the Commissioner for Trademarks record this Trademark Collateral Agreement.

3. Rights and Remedies. Debtor acknowledges and affirms that the rights and remedies of Agent with respect to the grant of security interest in the trademarks, trademark registrations and trademark applications made and granted hereby are subject to and more fully set forth in the Security Agreement.

[Signature to appear on following page]

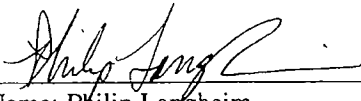
IN WITNESS WHEREOF, Debtor has caused this Trademark Collateral Agreement to be duly executed as of the date and year last above written.

GFA BRANDS, INC.

By 
Name: Alan S. Gever
Title: Executive Vice President, Chief
Financial Officer, Treasurer and
Assistant Secretary

Accepted and agreed to as of the date and year last above written.

BANK OF MONTREAL, as Agent

By 
Name: Philip Langheim
Title: Director

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1919281

TRADEMARK
REEL: 004091 FRAME: 0326

**SCHEDULE A
TO TRADEMARK COLLATERAL AGREEMENT**

**REGISTERED TRADEMARKS
AND TRADEMARK APPLICATIONS**

FEDERAL TRADEMARK REGISTRATIONS

REGISTERED U.S. TRADEMARKS	REGISTRATION NO.	DATE
SMART BALANCE	3,649,833	7-JUL-2009
EARTH BALANCE	3,648,468	30-JUN-2009
ENJOY TO YOUR HEART'S CONTENT	3,138,972	6-SEP-2006
NO-BURN	3,123,451	1-AUG-2006
CANOLA BALANCE	3,040,858	10-JAN-2006
BUTTERY BURST	2,941,879	19-APR-2005
PATENTED BLEND TO HELP BALANCE CHOLESTEROL	2,943,251	19-APR-2005
OMEGA 3 FROM THE SEA	2,862,957	13-JUL-2004
SMART BALANCE OMEGA	2,958,216	31-MAY-2005
OCEAN BALANCE	3,151,479	3-OCT-2006
OMEGA BALANCE	3,151,478	3-OCT-2006
MOVIE PALACE	2,727,374	17-JUN-2003
SMART BALANCE	2,952,127	17-MAY-2005
BALANCING YOUR FATS	2,586,911	25-JUN-2002
SOY GARDEN	2,678,729	21-JAN-2003
EARTH BALANCE	2,237,867	APRIL 6,1999
SMART BALANCE	2,200,663	27-OCT-1998
SMART COW	2,302,961	21-DEC-1999
SMART OIL	2,182,820	18-AUG-1998
SMART BALANCE	2,276,285	7-SEP-1999
POWER OATS	2,290,357	2-NOV-1999
SMART SLICES	2,045,728	18-MAR-1997
SMARTER THAN BUTTER!	2,175,327	21-JUL-1998
DEDICATED TO HEART HEALTH	1,750,812	2-FEB-1993
SMART SQUEEZE	2,084,664	29-JUL-1997
THE ORIGINAL BREAD AND BUTTER PICKLES	1,874,017	17-JAN-1995
SMART SPREAD	1,836,307	10-MAY-1994
SMART MAYO	1,810,146	7-DEC-1993
SMART SLICES	1,933,384	7-NOV-1995
SMART BEAT	1,754,419	23-FEB-1993
HEARTBEAT	1,668,672	17-DEC-1991
HEARTBEAT (AND DESIGN)	1,662,599	29-OCT-1991
HEART BEAT	1,550,337	1-AUG-1989
HEARTBEAT	1,532,238	28-MAR-1989
H-O	1,496,034	12-JUL-1988
H-O (AND DESIGN)	1,296,665	18-SEP-1984

TASTE THIS GOOD HAPPENS ONCE IN A PICKLE	1,247,220	2-AUG-1983
MRS. FANNING'S	1,275,379	24-APR-1984
SPIN BLEND	808,170	10-MAY-1966
FANNING'S	531,766	10-OCT-1950
H-O	436,002	20-JAN-1948
NUCOA (STYLIZED)	309,722	30-JAN-1934
CREAM	217,379	31-AUG-1926
H-O (STYLIZED)	59,917	22-JAN-1907
NUCOA	44,779	25-JUL-1905
H-O	23,770	31-OCT-1893

PENDING FEDERAL TRADEMARK APPLICATIONS

PENDING U.S. TRADEMARK APPLICATIONS	FILING NO.	FILING DATE
SMART BALANCE	77/566,103	9-SEP-08
EARTH BALANCE	77/200,602	7-JUN-07
SMART N' HEALTHY	77/580,457	27-SEP-08
GREAT TASTE & GOOD HEALTH... TOGETHER AT LAST	77/546,578	13-AUG-08
SMART BALANCE	77/200,582	7-JUN-07
HEARTRIGHT	77/512,148	1-JUL-08
0% SATURATED FAT. 100% DELICIOUS	77/446,541	11-APR-08
EARTH BALANCE	77/716,694	14-APR-09
FOOD FOR THOUGHT	77/779,892	13-JUL-09
SMART BALANCE	77/749,193	1-JUN-09
YOU CAN ALMOST TASTE IOWA IN EVERY BITE	78/922,587	5-JUL-06
SMART BALANCE OMEGA	78/900,440	5-JUN-06
SMART BALANCE OMEGA	78/860,185	12-APR-06
HEARTSTAKES	78/934,143	20-JUL-06
CHOLESTEROL BALANCE	78/335,601	3-DEC-03
SMART TOMATO	77/154,180	11-APR-07
SMART BALANCE	77/864,206	3-NOV-09
SMART BALANCE	77/864,305	3-NOV-09
SMART BALANCE	77/864,290	3-NOV-09
SMART BALANCE	77/864,279	3-NOV-09
SMART BALANCE	77/864,268	3-NOV-09
SMART BALANCE	77/864,244	3-NOV-09
SMART BALANCE	77/864,253	3-NOV-09
SMART BALANCE	77/864,231	3-NOV-09