

MRO  
9-25-98

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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

BT

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document or copy thereof. **RECEIVED SEP 25 PM 2:42**

1. Name of Party(ies) conveying an interest:

Beech-Nut Nutrition Corporation  
1035 Virginia Drive  
Fort Washington, Pennsylvania 19034

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation Delaware  
 Other

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

2. Name and Address of Party(ies) receiving an interest:

Name: NationsBank, N.A., As Agent **OPR/FINANCE**  
 Street Address: 901 Main Street  
 Internal Address: Agency Services - TX1-492-14-12  
 City: Dallas State: Texas Zip: 28255

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation \_\_\_\_\_  
 Other National Banking Association

Additional name(s) & address(es) attached?  Yes  No

3. Nature of Conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other Notice of Grant of Security Interest In Trademarks

Execution Date: September 11, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s): See Attached

Additional numbers attached?  Yes  No

B. Trademark Registration No.(s): See Attached Schedule A

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Mark H. Webbink, Esq.  
 Internal Address: Moore & Van Allen, PLLC  
 Street Address: 2200 West Main Street, Suite 800  
 City: Durham State: NC ZIP: 27705

6. Total number of applications and registrations involved: 33


7. Total fee (37 CFR 3.4): \$ 840.00  
 Enclosed  
 Authorized to be charged to deposit account (Any Deficiency)

8. Deposit account number: 13-4365  
 (Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS SPACE

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.*

Mark H. Webbink, Esq.                                            9/21/98  
 Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments and document: 7

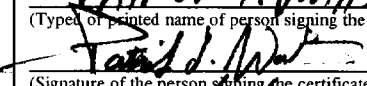
Mail documents to be recorded with required cover sheet information to:

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

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.

FRANK T. WALLS  
 (Type or printed name of person signing the certificate)

  
 (Signature of the person signing the certificate)

9/21/98  
 (Date of Signature)

09/29/1998 DNGUYEN 00000172 75427942  
01 FC:481 40.00 OP  
02 FC:482 800.00 OP

**SCHEDULE A**

**Recordation Form Cover Sheet**

**4. Application number(s) or registration number(s):**

**A. Trademark Application No.(s):**

<b>Mark</b>	<b>Application Serial No.</b>	<b>Filing Date</b>
TABLE TIME	75/427,942	2/3/98
BEECH-NUT BAKERY	75/411,420	12/29/97
BEECH-NUT BABYWARE	75/390,805	11/17/97
BEECH-NUT NATURALS	75/390,667	11/17/97
Design Mark	75/383,747	11/3/97
BEECH NUT and Design	75/383,746	9/22/97
HERO	75/382,674	10/31/97
HICCUP	75/382,673	10/31/97
Design Mark	75/363,400	9/25/97
Design Mark	75/363,399	9/25/97
BEECH-NUT NATURALS	75/269,974	4/7/97

**B. Trademark Registration No.(s):**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
BEECH-NUT THE SIMPLE CHOICE	2,062,303	5/13/97
DELICIOUS DUOS and Design	2,005,251	10/1/96
STAGE 3	1,756,412	3/9/93
STAGE 2	1,756,411	3/9/93
STAGE 1	1,756,410	3/9/93
GENTLE JUICE	1,870,749	12/27/94
STAGES	1,823,696	2/22/94
STAGES	1,711,105	9/1/92
BEECH-NUT BABY'S FIRST WATER	1,724,740	10/13/92
2 and Design	1,677,339	3/3/92
3 and Design	1,677,338	3/3/92
1 and Design	1,677,337	3/3/92
BEECH-NUT BAKERY	1,701,161	7/14/92
ETAPAS <STAGES>	1,438,900	5/12/87
JUGO LIGERO <GENTLE JUICE>	1,438,899	5/12/87
Design Mark	1,325,424	3/19/85
STAGES	1,311,963	1/1/85
DINNER SUPREME	1,324,015	3/12/85
BEECH-NUT (stylized)	1,156,527	6/2/81
BEECH-NUT	1,108,373	12/12/78
BEECH-NUT and Design	735,738	8/7/62
BEECH-NUT (stylized)	334,925	5/19/36

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Please be advised that pursuant to the Security Agreement dated as of September \_\_, 1998 (the "Security Agreement") by and among the Obligor party thereto (each an "Obligor" and collectively, the "Obligors") and NationsBank, N.A., as Administrative Agent (the "Administrative Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark Registration No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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**See Schedule A attached hereto and made a part hereof.**

TRADEMARK APPLICATIONS

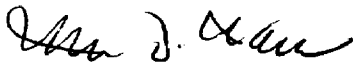
<u>Trademark Applications No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Applications</u>
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**See Schedule A attached hereto and made a part hereof.**

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.


Very truly yours,

**BEECH-NUT NUTRITION CORPORATION**

By:   
Name: Mark D. Wall  
Title: Vice President

Acknowledged and Accepted:

NATIONSBANK, N.A.,  
as Administrative Agent

By:   
Name: Steven A. Linton  
Title: Assistant Vice President

**SCHEDULE A****BEECH-NUT NUTRITION CORPORATION****U.S. Trademarks****Pending Applications**

<b>Mark</b>	<b>Application Serial No.</b>	<b>Filing Date</b>
TABLE TIME	75/427,942	2/3/98
BEECH-NUT BAKERY	75/411,420	12/29/97
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**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
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STAGES	1,711,105	9/1/92
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