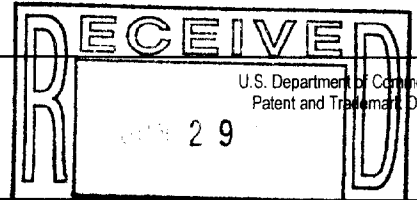


07-02-1999



101083659



To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party:
Confectionately Yours, Inc
17 Vickers Road
Toronto, Canada M5H 3P5

C-29.99

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Canadian corporation
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving party(ies)

Name: Laurentian Bank of Canada
Address: 130 Adelaide Street West
Toronto, Canada

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Canadian chartered bank

Execution Date: September 14, 1998

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration Nos.

Reg. Nos. 2,037,372; 1,867,734; 1,939,219 & 2,074,110

Additional numbers attached? Yes No

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

Baila H. Celedonia
Cowan, Liebowitz & Latman, P.C.
1133 Avenue of the Americas
New York, NY 10036-6799

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41)..... \$ 115.00

Enclosed

Any deficiency is authorized to be charged to
Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415

(Attach duplicate copy of this page if paying by deposit account)

07/01/1999 BMSUYEN 00000171 2037372

01 FC:481 40.00 DP
02 FC:482 75.00 DP

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.

BAILA H CELEDONIA
Name of Person Signing

Baila H. Celedonia June 29, 1999
Signature Date

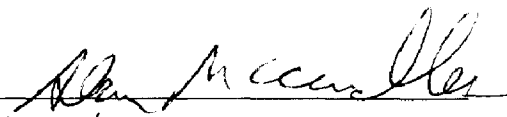
Total number of pages including cover sheet, attachments, and document: 6

Mail to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231


DESIGNATION OF DOMESTIC REPRESENTATIVE

Baila H. Celedonia, Arthur J. Greenbaum, David Goldberg, William M. Borchard, Mary L. Kevlin, Lynn S. Fruchter and all other attorneys of Cowan, Liebowitz & Latman, P.C., 1133 Avenue of the Americas, New York, New York 10036-6799, are hereby designated secured party's domestic representative upon whom notices or process in proceedings affecting this security agreement may be served.

LAURENTIAN BANK OF CANADA

By: 
Name: _____
Title: *V. Pres. Commercial*

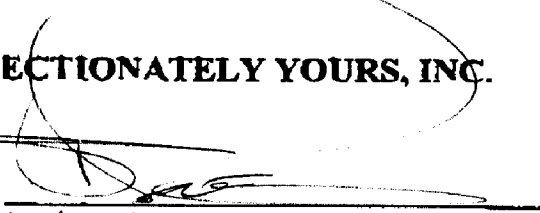
Dated:

By: 
VERONICA PEREIRA
Account Manager, Commercial Banking

NOTICE OF SECURITY INTEREST

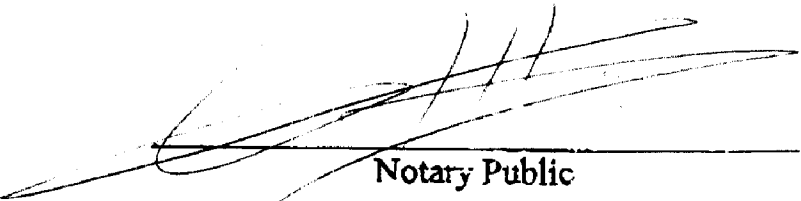
Notice is hereby given that Confectionately Yours, Inc., a corporation, whose address is 17 Vickers Road, Toronto, Ontario, Canada, M9B 1C1 (the "Debtor") has granted a security interest to Laurentian Bank of Canada, having an office at 130 Adelaide Street West, Toronto, Ontario, Canada, M5H 3P5 (the "Secured Party") in and to all of the Debtor's trademarks and service marks, including, without limitation, those listed on Schedule A attached hereto and the applications and registrations associated therewith, pursuant to a general security agreement by and between the Debtor and the Secured Party dated September 14, 1998.

CONFECTIONATELY YOURS, INC.

By: 
Name: Barbara Parravano
Title: President

PROVINCE OF ONTARIO)
CITY)
COUNTY OF TORONTO) SS.:
)

On this 26th day of March, 1999, before me personally came Barbara Parravano, to me known, who, being by me duly sworn, did depose and say that she resides at 77 Northdale Road, Toronto, Ontario, Canada, that she is the President of Confectionately Yours, Inc., the corporation described in and which executed the foregoing instrument; and that she signed her name thereto by order of the Board of Directors of the said corporation.


Notary Public

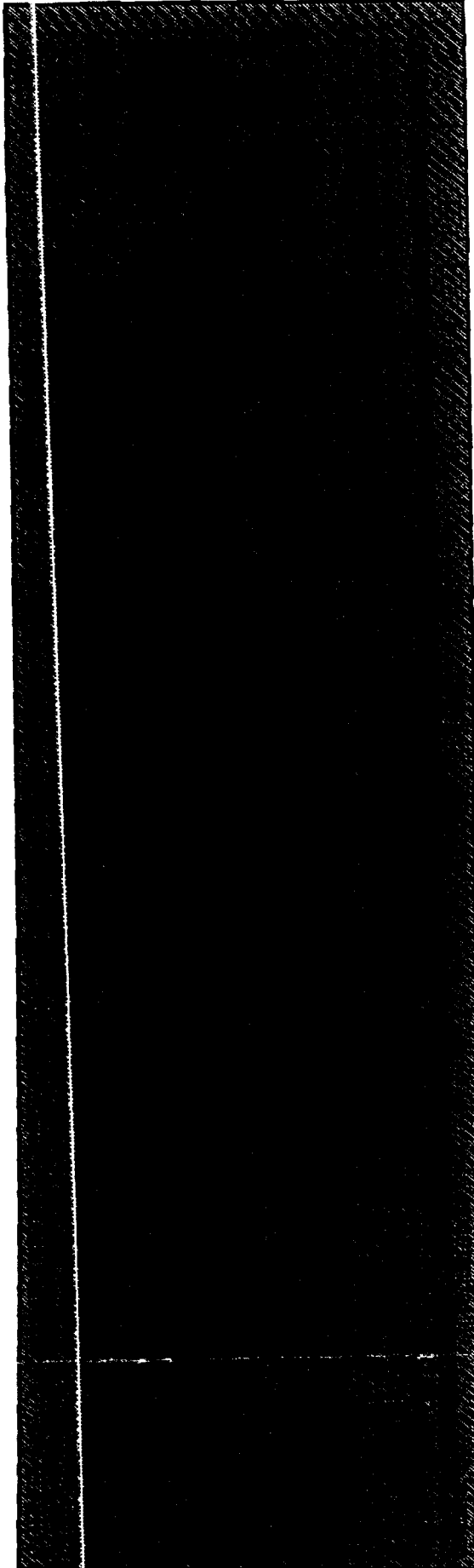
CP/
\\USER2\CMS\FCLIENTS\Laurentian Bank\CV\Doc\Notice of Security Interest-prcc.doc
Created 22-Sep-1998 10:07 AM Last Saved 25-Mar-1999 12:31 PM

Schedule A

Mark (listed alphabetically) Services Description	US Trademark Status D = Docket	US Trademark Serial Number	US Trademark File Date	US Trademark Application Basis/Class	US Date of First Use	US Trademark Search	US Trademark Owner	Foreign Trademark Application	K&C File No. Date Opened
CLASSIC GOODNESS	REGISTER 1-226,898	74408689	06/30/93 Merchant & Group	Section 1(b) not accepted	NA	NOT IN FILE	Confectionately Yours Inc	Canada Filed 06/15/93 #731054 Register 08/26/94 #432,488	04189/ 20d19 02/27/97
Bakery goods and snack food, namely squares made out of cereals	Section 1/5 10/17/00 10/17/01 Regional 10/17/05			Section 44(0) Class 30					

CONFECTIONATELY YOURS, INC.
TRADEMARK STATUS INDEX
LAST UPDATED: Friday, August 28, 1998

Mark (listed alphabetically) Services Description	US Trademark Status D = Docket	US Trademark Serial Number	US Trademark File Date	US Trademark Application Basis/Class	US Date of First Use	US Trademark Search	US Trademark Owner	Foreign Trademark Application	K&C File No: Date Opened
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CONFECTIONATELY YOURS, INC.
 TRADEMARK STATUS INDEX
 LAST UPDATED: Friday, August 28, 1998

Mark (listed alphabetically) Services Description	US Trademark Status D = Docket	US Trademark Serial Number	US Trademark File Date	US Trademark Application Basis/Class	US Date of First Use	US Trademark Search	US Trademark Owner	Foreign Trademark Application	K&C File No: Date Opened
CY (stylized)	REGISTER 2/03/97	74818470 Merchant & Gould	04/22/93	Section 1(b) FII	03/89 07/92	NO FILE	Confectionately V. S. M. Co., Inc.	NA	04189 2/27/97
Bakery goods and confectionary products, namely danishes, donuts, muffins, cookies, pastries, squares consisting of baked goods such as brownies, cakes, pan cookies, tea biscuits and pastries with a square shape, cakes, candies, processed cereal squares, breads, pies, buns, chocolate-based and custard-based fillings for cakes and pies, croissants, doughs, mixes for cake	02/11/97 Section 8/15 02/11/02 02/11/03 Renewal 02/11/07 D			Statement of Use 09/06/96 Class 30					02/27/97
cookies, pies, squares and muffins, and chocolates									

CONFECTIONATELY YOURS, INC.
 TRADEMARK STATUS INDEX
 LAST UPDATED: Friday, August 28, 1998

Mark (listed alphabetically) Services Description	US Trademark Status D = Docket	US Trademark Serial Number	US Trademark File Date	US Trademark Application Basis/Class	US Date of First Use	US Trademark Search	US Trademark Owner	Foreign Trademark Application	K&C File No: Date Opened
HARVEST CLASSICS	REGISTER 1,855,244	74/336826	12/04/92 Merchant & Gould	Section 1(b) ITU	02/14/95	NOT IN FILE	Confectionately Yours, Inc.	NA	04189/ 20412
Bakery goods and snack foods, namely squares made out of cereals	02/06/96 Section 8/15 12/06/01 02/06/02 Renewal 02/06/06 D			Statement of Use 09/21/96					02/27/97
ISLAND CLASSICS	SUSPEND 02/03/97 11/03/97 Office Action responded 04/30/98 timely, wait for response from USPTO WAIT FOR CERT REG CANADA	74/405884	06/23/93 Merchant & Gould	Section 44(d) Class 30	NA	NOT IN FILE	Confectionately Yours, Inc.	Canada Filed 06/09/93 #730,732	04189/ 20416 02/27/97

CONFECTIONATELY YOURS, INC.
TRADEMARK STATUS INDEX

LAST UPDATED: Friday, August 28, 1998

Mark (listed alphabetically) Services Description	US Trademark Status D = Docket	US Trademark Serial Number	US Trademark File Date	US Trademark Application Basis/Class	US Date of First Use	US Trademark Search	US Trademark Owner	Foreign Trademark Application	K&C File No: Date Opened
JUMBLENUT CLASSICS Bakery goods & confectionary products, namely, danishes, donuts, muffins, cookies, pastries, squares consisting of baked goods such as brownies, cakes, pan cookies, tea biscuits and pastries with a square shape, cakes, candies, processed cereal squares, bread, pies, buns, chocolate-based and custard-based fillings for cakes & pies, crois-sants, doughs, mixes for cakes, cookies, pies, squares & muffins, & chocolates	Applied 04/14/93 Abandoned 02/16/97 failure to file State of Use Reapply 02/18/97 Examiner Amendment 09/02/97 Pub Date 11/04/97 Notice of Allowance issued 01/27/98 deadline 07/27/98 1st extnson request timely filed	75-243315	02/18/97 K&C	Section 1(b) ITU Class 30	ITU	NOT IN OLD FILE	Confectionately Yours, Inc.	NA	04189/ 20368 02/26/97

Mark (listed alphabetically)	US Trademark Status D = Docket	US Trademark Serial Number	US Trademark File Date	US Trademark Application Basis/Class	US Date of First Use	US Trademark Search	US Trademark Owner	Foreign Trademark Application	K&C File No. Date Opened
NATURE CLASSICS	REGISTER 2,003,381	747316700	09/24/92 Merchant & Gould	Section 1(b) ITU	NA	NOT IN FILE	Confectionately Yours, Inc.	Canada Filed 02/11/91 Registered 03/06/92 #895,294	04189/ 20408 02/27/97
Cereal based snack food bars or cookies made of corn flakes	1001796 issue validity no statement use ever filed abandon as per Merchant & Gould			Class 30					
NUTRICALASSICS	REGISTER 1,067,734 12/13/94 Section 8/15 12/13/99 12/13/00 Renewal 12/13/04 D	747345510	12/28/92 Merchant & Gould	Section 1(b) ITU Statement of Use 05/03/94 Class 30	07/21/83 10/21/93	NOT IN FILE	Confectionately Yours, Inc.	NA	04189/ 20413 02/27/97
Baked goods and snack foods, namely, squares out of cereals									

CONFECTIONATELY YOURS, INC.
 TRADEMARK STATUS INDEX

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Mark (listed alphabetically) Services Description	US Trademark Status D = Docket	US Trademark Serial Number	US Trademark File Date	US Trademark Application Basis/Class	US Date of First Use	US Trademark Search	US Trademark Owner	Foreign Trademark Application	K&C File No. Date Opened
ORCHARD CLASSICS	REGISTER 1,845,208	74/937096	12/04/92 Merchant & Gould	Section 1(b) Statement of Use 02/07/94 Class 30	07/27/93	NOT IN FILE	Confectionately Yours, Inc.	NA	04189/ 20411
Baked cereal based snack food in the shape of squares	Section 8/15 07/12/99 07/12/00 Renewal 07/12/94 D								02/27/97
ORIGINAL CLASSICS	REGISTER 1,939,219	74/493869	02/24/94 Merchant & Gould	Section 1(a) Section 44(d) Class 30	07/27/93	NOT IN FILE	Confectionately Yours, Inc.	Canada Filed 09/29/93 Registered 10/07/94 #494,340	04189/ 20415 02/27/97
Baked goods and snack foods, namely, squares made out of cereals	Section 8/15 12/05/00 12/05/01 Renewal 12/05/05 D								

CONFECTIONATELY YOURS, INC.
 TRADEMARK STATUS INDEX

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Mark (listed alphabetically) Services Description	US Trademark Status D = Docket	US Trademark Serial Number	US Trademark File Date	US Trademark Application Basis/Class	US Date of First Use	US Trademark Search	US Trademark Owner	Foreign Trademark Application	K&C File No: Date Opened
REANUTTER CLASSICS	Nabisco opposed. client said not respond application will probably be abandoned	74/40631	05/23/98 Merchant & Gould	Section 44(d) NA Class 30	NA	NOT IN FILE	Confectionately Yours, Inc.	Canada Filed 05/31/93 #730,015 Register 07/01/94 #430,065	04189/ 20417 02/27/97
SPECIAL CLASSICS Bakery goods Disclaimer special	REGISTER 1/32/524 11/07/95 Section 18/15 11/07/00 11/07/01 Renewal 11/07/05	74/44930	10/06/93 Merchant & Gould	Section 1(e) not accepted Section 44(b) Class 30	NA	NOT IN FILE	Confectionately Yours, Inc.	Canada Filed 09/21/93 #737,828 Register 10/07/94 #434,339	04189/ 20419 02/27/97

Mark (listed alphabetically) Services Description	US Trademark Status D = Docket	US Trademark Serial Number	US Trademark File Date	US Trademark Application Basis/Class	US Date of First Use	US Trademark Search	US Trademark Owner	Foreign Trademark Application	K&C File No: Date Opened
SWEET EASE	REGISTER 2074, 110	74381471	04/22/93 Merchant &Gould	Section (b) ITU	07/83	IN FILE	Confectionately Yours, Inc	NA	04189 20395
Disclaim "SWEET" Bakery goods and confectionery products, namely danishes, danus, muffins, cookies, pastries, squares consisting of baked goods such as brownies, cakes, pie, cookies, tea biscuits and pastries with a square shape, cakes, candies, processed cereal squares, breads, pies, buns, chocolate-based, custard-based and fruit-based fillings for	Section 8/15 06/24/92 06/24/93 Renewal 05/24/97			Statement of Use 02/27/97 K&C Class 30					02/26/97