

10-04-1999



RECORDATION FORM COVER SHEET

101139721

5-21-99

TRADEMARKS ONLY

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

<p>1. Name of conveying party(ies):</p> <p>Health Valley Company 50 Charles Lindberg Boulevard Uniondale, New York 11553</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Corporation – State <input type="checkbox"/> Association <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>IBJ Whitehall Bank &amp; Trust Company, as Agent One State Street New York, New York 10004</p> <p style="text-align: right; vertical-align: top;">         RECEIVED          ASSISTANT COMMISSIONER          PATENT &amp; TRADEMARKS          DIVISION          MAY 21 1999          1390 E          NOS REC          FEE       </p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: _____</p> <p>Execution Date:</p> <p style="text-align: center;">_____ May 18, 1999 _____</p>	

**Certificate of Mailing - 37 CFR 1.8(a)**

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Patents, Washington, D.C. 20231, on the date below.

Date	Alice Shih
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05/25/1999 MTHAI1 00000140 73344529

01 FC:481 40.00 OP  
02 FC:482 1350.00 OP

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

A. Trademark Application No.(s)  
see attached schedule

B. Registration No.(s)  
see attached schedule

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

Alice L. Shih, Esq.  
Nixon, Hargrave, Devans & Doyle LLP  
437 Madison Avenue  
New York, New York 10022

6. Total number of applications and registrations  
Involved: 55

7. Total fee (37 CFR 3.41)            \$1,390.00

Previously paid (see original transmittal)

A check in the amount of \$1,390.00 is  
enclosed.

8. Deposit Account Number: 14-1138

Charge total fee to account.

Charge any additional fees to account.

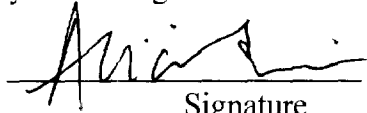
A duplicate copy of this cover sheet  
is enclosed.

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.

By: Alice L. Shih, Esq.  
Name of Person Signing

  
Signature

May 18, 1999

Date

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

TRADEMARKS**LIST OF TRADEMARK REGISTRATIONS  
HEALTH VALLEY COMPANY**

<u>MARK</u>	<u>SERIAL NO.</u>	<u>REGISTRATION NO.</u>	<u>REG. DATE</u>
AMARANTH (and Design)	73/344,529	1,242,265	6/14/83
AMAZING APPLE!	75/350,911	2,209,796	12/8/98
APPLE BAKES	73/308,332	1,204,745	8/10/82
CHEDDAR LITES	73/442,227	1,326,490	3/19/85
DATE BAKES	73/308,334	1,204,747	8/10/82
FIBER 7 FLAKES	73/605,592	1,757,056	3/9/93
HEALTH VALLEY	73/406,276	1,285,819	7/10/84
HEALTH VALLEY	73/077,484	1,075,142	10/11/77
HEALTHY CHIPS	74/319,736	1,773,114	5/25/93
HEALTH FIBER	74/327,918	1,788,339	8/17/93
NATURE'S KITTY	73/357,992	1,246,551	7/26/83
OAT MOO	75/209,810	-	
OAT BRAN O'S	73/721,974	1,522,808	1/31/89
RAISIN BAKES	73/308,333	1,204,746	8/10/82
RASPBERRY RHAPSODY	75/503,521	-	
REAL IS GOOD	75/503,598	-	
RICE MOO	75/209,812	-	
SOY MOO (stylized)	73/194,345	1,131,436	2/26/80

<u>MARK</u>	<u>SERIAL NO.</u>	<u>REGISTRATION NO.</u>	<u>REG. DATE</u>
BANANA GONE NUTS! (Hot Cereal)	-	-	-
BANANA GONE NUTS! (Cold Cereal)	-	-	-
TERRIFIC 10 GRAIN!	-	-	-
Miscellaneous Design	-	-	-
Miscellaneous Design	-	-	-
HEALTH VALLEY and Design	-	-	-

**HEALTH VALLEY TRADEMARKS**  
**Trademarks Formerly Owned by Breadshop's or**  
**Presently Marketed by Breadshop's**

**A U.S. REGISTRATIONS**

<u>MARK</u>	<u>SERIAL NUMBER</u>	<u>REG. NUMBER</u>	<u>REG. DATE</u>
HONEY GONE NUTS	785,128	1,562,443	10/24/89
FLAKES 'N FROSTIN'	75/448,274	-	-
BREADSHOP'S	74/004,118	1,608,425	7/31/90
PUFFS 'N HONEY	74/152,555	1,710,925	8/25/92
HEALTH NUGGETS	74/69,437	1,745,965	1/12/93
SHAPES 'N HONEY	74/290,125	1,758,584	3/16/93
Miscellaneous Design (Happy Face)	74/362,962	1,992,262	8/13/96
BREADSHOP'S	74/448,701	1,876,793	1/31/95
SIERRA CRUNCH	74/504,838	2,180,879	8/11/98
CINNAMON GRINS	74/362,963	1,842,472	6/28/94

**HEALTH VALLEY FOREIGN TRADEMARKS**

<u>MARK</u>	<u>REG. NUMBER</u>	<u>CLASS</u>	<u>COUNTRY</u>
HEALTH VALLEY	351660	30Z	Australia
HEALTH VALLEY	351661	29	Australia
HEALTH VALLEY	N/A	Brazilian Class 29,30	Brazil
HEALTH VALLEY	N/A	Brazilian Class 32,10	Brazil
HEALTH VALLEY and Design	N/A	Brazilian Class 29,30	Brazil
HEALTH VALLEY and Design	N/A	Brazilian Class 32,10	Brazil
HEALTH VALLEY NATURAL FOODS	269,261	N/A	Canada
HEALTH VALLEY	892,579	N/A	Canada
HEALTH VALLEY and Design	893,158	N/A	Canada
HEALTH VALLEY	B1,124,958	30	Great Britain
HEALTH VALLEY	B1,124,959	32	Great Britain
HEALTH VALLEY	2338326	Japanese Class 29	Japan
HEALTH VALLEY	70840 (Application No.)	J.C. 30	Japan
BREADSHOP and Design	2,697,741	10/31/91	Japan
HEALTH VALLEY	47204 (Application No.)	29	Saudi Arabia
HEALTH VALLEY	47203	30	Saudi Arabia

**ADDITIONAL HEALTH VALLEY TRADEMARKS  
NOT PRESENTLY IN USE**

**NO REPRESENTATIONS OR WARRANTIES  
ARE MADE WITH RESPECT TO THESE MARKS**

<u>MARK</u>	<u>SERIAL NUMBER</u>	<u>REG. NUMBER</u>	<u>REG. DATE</u>
BROWN RICE LITES	73/362,270	1,254,122	10/11/83
COUNTRY CHIPS	73/376,866	1,265,857	1/31/84
COUNTRY RIPPLES	73/376,887	1,270,109	3/13/84
FRUIT JUMBOS	73/531,788	1,367,962	10/29/85
FRUIT SPARKS	247,934	1,182,358	12/15/81
GOLDEN CORN LITES	73/362,271	1,254,123	10/11/83
GOLDN WHEAT LITES	73/362,269	1,252,380	9/27/83
HEALTHY COLLECTION	74/702,112	2,011,236	10/22/96
HEALTHY FRUIT CENTERS	74/287,590	1,815,562	1/4/94
HEALTHY HOT POTATOES	74/695,687	1,997,720	8/27/96
NATURE'S PAL	73/356,272	1,240,537	5/31/83
INSTEAD OF SALT	73/376,865	1,266,705	2/7/84
MINI FRUIT CENTERS	74/297,127	1,786,337	8/3/93
ORANGEOLA	73/247,933	1,163,973	8/4/81
REAL	73/362,267	1,260,609	12/6/83
SALAD LIFE	73/220,655	1,194,409	4/27/82
SWISS BREAKFAST	73/545,538	1,411,542	9/30/86
SPROUTS 7	73/245,822	1,211,115	9/29/82
TOFU-YA	73/308,335	1,217,717	11/23/82



<u>MARK</u>	<u>SERIAL NUMBER</u>	<u>REG. NUMBER</u>	<u>REG. DATE</u>
VEGETARIAN CUISINE	74/525,065	1,876,180	1/24/95
MIA TIA and Design	74/004,047	1,628,512	12/18/90

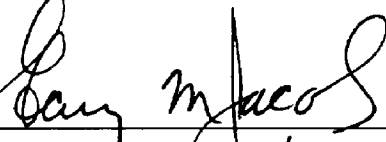
# MEMORANDUM OF SECURITY AGREEMENT - TRADEMARKS

Pursuant to a Security Agreement, dated as of May 18, 1999 (the "Security Agreement"), made by the undersigned, located at 50 Charles Lindbergh Blvd., Uniondale, New York 11553, the undersigned has granted to IBJ Whitehall Bank & Trust Company, located at One State Street, New York, New York, 10004, as agent (the "Agent") a continuing security interest in, and a continuing lien upon, among other Collateral (as defined in the Security Agreement), (a) all trademarks, trade names, corporate names, company names, business names, fictitious business names, trade styles, service marks, logos and other source or business identifiers, and the goodwill associated therewith, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all applications in connection therewith, whether in the United States Patent and Trademark Office or in any similar office or agency or the United States, any State thereof or any other country or any political subdivision thereof, or otherwise, including, without limitation, all trademarks listed in the Schedule annexed hereto (the "Trademarks") and (b) all renewals and proceeds (including accounts receivable and royalties) thereof.

The Agent's security interest in the Trademarks can only be terminated in accordance with the terms of the Security Agreement.

Dated: May 18, 1999

HEALTH VALLEY COMPANY

By:   
Name: Gary M. Jacobs  
Title: Secretary