



Tab settings 000

To the Honorable Commissioner of P.

101426410

attached original documents or copy thereof.

1. Name of conveying party(ies):

IBJ Whitehall Bank + Trust Company (f/k/a IBJ Schroder Bank + Trust Company) 7-17-00

- Individual(s), General Partnership, Corporation-State, Other, Association, Limited Partnership

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

2. Name and address of receiving party(ies):

Name: Health Valley Company

Internal Address:

Street Address: 50 Charles Lindbergh Blvd.

City: Uniondale State: NY ZIP: 11553

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other

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

3. Nature of conveyance:

- Assignment, Security Agreement, Other, Merger, Change of Name, Release of Assignment

Execution Date: June 30, 2000

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

A. Trademark Application No.(s)

See "Exhibit A"

B. Trademark registration No.(s)

See "Exhibit A"

Additional numbers attached? Yes No

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

Return To

National Corporate Research, LTD. 225 W. 34th St., Suite 910 New York, N.Y. 10122 (800) 221-0102 (212) 947-7200

City: State: ZIP:

6. Total number of applications and registrations involved:

55

7. Total fee (37 CFR 3.41): \$ 1390.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

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

08/08/2000 MTHA11 00000169 75209810 01 FC:481 40.00 DP 02 FC:482 1350.00 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.

Benjamin Malig Name of Person Signing

[Signature] Signature

7/7/00 Date

Total number of pages comprising cover sheet: 20

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK

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
SIERK . 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

10-04-1999



101139721

RECORDATION FORM COVER SHEET

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 & Trust Company, as Agent One State Street New York, New York 10004</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>_____ May 18, 1999 _____</p>	<p style="text-align: center;">RECORDED MAY 21 11 23 ASSIGNMENT 1390 E NOSPEC ELL</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
------	------------

05/25/1999 MTHA11 00000140 73344529

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

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.

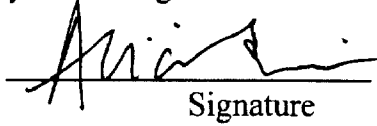
A duplicate copy of this cover sheet
is enclosed.

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]

**NOTICE OF RELEASE OF ASSIGNMENT
FOR SECURITY IN TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt of which is hereby acknowledged, IBJ WHITEHALL BANK & TRUST COMPANY, formerly known as IBJ SCHRODER BANK & TRUST COMPANY, as Administrative Agent ("Releasing Party"), hereby expressly acknowledges the termination and release of all its right, title and interest, including any collateral assignment or security interest, in and to all the trademarks, service marks, trademark registrations, service mark registrations and applications for registration ("Trademarks") owned by HEALTH VALLEY COMPANY ("Trademarks Owner"), specifically those identified on Exhibit A and requests that such termination and release be made of record in the United States Patent and Trademark Office and indexed against the United States trademarks, service marks, trademark registrations, service mark registrations and applications for registration thereof set forth on said Exhibit A. Releasing Party's interest in Trademarks Owner's Trademarks, such interest to be terminated by this notice of release, is evidenced by the Notice of Recordation of Assignment Document which indicates that a security interest in the trademarks identified in Exhibit A was recorded with the United States Patent & Trademark Office on May 21, 1999 at Reel/Frame 001939/0404.

**IBJ WHITEHALL BANK & TRUST
COMPANY, as Administrative Agent**

By: CLK
Name: Christian L. Vanni
Title: Associate

Date: June 30, 2000

EXHIBIT A



UNITED STATES DEPARTMENT OF COMMERCE

Patent and Trademark Office

ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

OCTOBER 05, 1999

PTAS

NIXON, HARGRAVE, DEVANS & DOYLE LLP
ALICE L. SHIH, ESQ.
437 MADISON AVENUE
NEW YORK, NEW YORK 10022



101139721A

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 05/21/1999

REEL/FRAME: 001939/0404
NUMBER OF PAGES: 10

BRIEF: SECURITY INTEREST

ASSIGNOR:

HEALTH VALLEY COMPANY

DOC DATE: 05/18/1999
CITIZENSHIP:
ENTITY: COMPANY

ASSIGNEE:

IBJ WHITEHALL BANK & TRUST
COMPANY, AS AGENT
ONE STATE STREET
NEW YORK, NEW YORK 10004

CITIZENSHIP:
ENTITY: UNKNOWN

APPLICATION NUMBER: 75209810
REGISTRATION NUMBER:

FILING DATE: 12/09/1996
ISSUE DATE:

MARK: OAT MOO

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

TRADEMARK
REEL: 002110 FRAME: 0260

APPLICATION NUMBER: 75503521
REGISTRATION NUMBER:

FILING DATE: 06/16/1998
ISSUE DATE:

MARK: RASPBERRY RHAPSODY
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75503598
REGISTRATION NUMBER:

FILING DATE: 06/16/1998
ISSUE DATE:

MARK: REAL IS GOOD
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75209812
REGISTRATION NUMBER:

FILING DATE: 12/09/1996
ISSUE DATE:

MARK: RICE MOO
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75448274
REGISTRATION NUMBER:

FILING DATE: 03/11/1998
ISSUE DATE:

MARK: FLAKES' N FROSTIN'
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73344529
REGISTRATION NUMBER: 1242265

FILING DATE: 01/05/1982
ISSUE DATE: 06/14/1983

MARK: AMARANTH
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 75350911
REGISTRATION NUMBER: 2209796

FILING DATE: 09/03/1997
ISSUE DATE: 12/08/1998

MARK: AMAZING APPLE!
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73308332
REGISTRATION NUMBER: 1204745

FILING DATE: 05/01/1981
ISSUE DATE: 08/10/1982

MARK: APPLE BAKES
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73442227
REGISTRATION NUMBER: 1326490

FILING DATE: 09/02/1983
ISSUE DATE: 03/19/1985

MARK: CHEDDAR LITES
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73308334
REGISTRATION NUMBER: 1204747

FILING DATE: 05/01/1981
ISSUE DATE: 08/10/1982

MARK: DATE BAKES
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73605592
REGISTRATION NUMBER: 1757056

FILING DATE: 06/23/1986
ISSUE DATE: 03/09/1993

MARK: FIBER 7 FLAKES
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73372279
REGISTRATION NUMBER: 1285819

FILING DATE: 06/29/1982
ISSUE DATE: 07/17/1984

MARK: ROBOTEXTIL
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 73077484
REGISTRATION NUMBER: 1075142

FILING DATE: 02/17/1976
ISSUE DATE: 10/11/1977

MARK: HEALTH VALLEY
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74319736
REGISTRATION NUMBER: 1773114

FILING DATE: 10/05/1992
ISSUE DATE: 05/25/1993

MARK: HEALTHY CHIPS
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74327918
REGISTRATION NUMBER: 1788339

FILING DATE: 11/03/1992
ISSUE DATE: 08/17/1993

MARK: HEALTHY FIBER
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73357992
REGISTRATION NUMBER: 1246551

FILING DATE: 04/02/1982
ISSUE DATE: 07/26/1983

MARK: NATURE'S KITTY
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73721974
REGISTRATION NUMBER: 1522808

FILING DATE: 04/12/1988
ISSUE DATE: 01/31/1989

MARK: OAT BRAN O'S
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73308333
REGISTRATION NUMBER: 1204746

FILING DATE: 05/01/1981
ISSUE DATE: 08/10/1982

MARK: RAISIN BAKES
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73194345
REGISTRATION NUMBER: 1131436

FILING DATE: 11/22/1978
ISSUE DATE: 02/26/1980

MARK: SOY MOO
DRAWING TYPE: STYLIZED WORDS, LETTERS, OR NUMBERS

APPLICATION NUMBER: 73785128
REGISTRATION NUMBER: 1562443

FILING DATE: 03/07/1989
ISSUE DATE: 10/24/1989

MARK: HONEY GONE NUTS
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74004118
REGISTRATION NUMBER: 1608425

FILING DATE: 11/20/1989
ISSUE DATE: 07/31/1990

MARK: BREADSHOP'S
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74152555
REGISTRATION NUMBER: 1710925

FILING DATE: 04/01/1991
ISSUE DATE: 08/25/1992

MARK: PUFFS'N HONEY
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74269437
REGISTRATION NUMBER: 1745965

FILING DATE: 04/27/1992
ISSUE DATE: 01/12/1993

MARK: HEALTH NUGGETS
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74290125
REGISTRATION NUMBER: 1758584

FILING DATE: 06/18/1992
ISSUE DATE: 03/16/1993

MARK: SHAPES'N HONEY
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74362962
REGISTRATION NUMBER: 1992262

FILING DATE: 03/01/1993
ISSUE DATE: 08/13/1996

MARK:
DRAWING TYPE: MISCELLANEOUS DESIGN

APPLICATION NUMBER: 74448701
REGISTRATION NUMBER: 1876793

FILING DATE: 10/12/1993
ISSUE DATE: 01/31/1995

MARK: BREADSHOP'S
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74504838
REGISTRATION NUMBER: 2180879

FILING DATE: 03/25/1994
ISSUE DATE: 08/11/1998

MARK: SIERRA CRUNCH
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74362963
REGISTRATION NUMBER: 1842472

FILING DATE: 03/01/1993
ISSUE DATE: 06/28/1994

MARK: CINNAMON GRINS
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73362270
REGISTRATION NUMBER: 1254122

FILING DATE: 04/30/1982
ISSUE DATE: 10/11/1983

MARK: BROWN RICE LITES
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73376866
REGISTRATION NUMBER: 1265857

FILING DATE: 07/27/1982
ISSUE DATE: 01/31/1984

MARK: COUNTRY CHIPS
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73376887
REGISTRATION NUMBER: 1270109

FILING DATE: 07/27/1982
ISSUE DATE: 03/13/1984

MARK: COUNTRY RIPPLES
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73531788
REGISTRATION NUMBER: 1367962

FILING DATE: 04/12/1985
ISSUE DATE: 10/29/1985

MARK: FRUIT JUMBOS
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73247934
REGISTRATION NUMBER: 1182358

FILING DATE: 01/28/1980
ISSUE DATE: 12/15/1981

MARK: FRUIT SPARKS
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73362271
REGISTRATION NUMBER: 1254123

FILING DATE: 04/30/1982
ISSUE DATE: 10/11/1983

MARK: GOLDEN CORN LITES
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73362269
REGISTRATION NUMBER: 1252380

FILING DATE: 04/30/1982
ISSUE DATE: 09/27/1983

MARK: GOLDEN WHEAT LITES
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74702112
REGISTRATION NUMBER: 2011236

FILING DATE: 07/17/1995
ISSUE DATE: 10/22/1996

MARK: HEALTHY COLLECTION
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74287590
REGISTRATION NUMBER: 1815562

FILING DATE: 06/23/1992
ISSUE DATE: 01/04/1994

MARK: HEALTHY FRUIT CENTERS
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74695687
REGISTRATION NUMBER: 1997720

FILING DATE: 06/27/1995
ISSUE DATE: 08/27/1996

MARK: HEALTHY HOT POTATOES
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73356272
REGISTRATION NUMBER: 1240537

FILING DATE: 03/24/1982
ISSUE DATE: 05/31/1983

MARK: NATURE'S PAL
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73376865
REGISTRATION NUMBER: 1266705

FILING DATE: 07/27/1982
ISSUE DATE: 02/07/1984

MARK: INSTEAD OF SALT
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74297127
REGISTRATION NUMBER: 1786337

FILING DATE: 06/05/1992
ISSUE DATE: 08/03/1993

MARK: MINI FRUIT CENTERS
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73247933
REGISTRATION NUMBER: 1163973

FILING DATE: 01/28/1980
ISSUE DATE: 08/04/1981

MARK: ORANGEOLA
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73362267
REGISTRATION NUMBER: 1260609

FILING DATE: 04/30/1982
ISSUE DATE: 12/06/1983

MARK: REAL
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73220655
REGISTRATION NUMBER: 1194409

FILING DATE: 06/22/1979
ISSUE DATE: 04/27/1982

MARK: SALAD LIFE
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73545538
REGISTRATION NUMBER: 1411542

FILING DATE: 06/28/1985
ISSUE DATE: 09/30/1986

MARK: SWISS BREAKFAST
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73245822
REGISTRATION NUMBER: 1211115

FILING DATE: 01/11/1980
ISSUE DATE: 09/28/1982

MARK: SPROUTS 7
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73308335
REGISTRATION NUMBER: 1217717

FILING DATE: 05/01/1981
ISSUE DATE: 11/23/1982

MARK: TOFU-YA
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74525065
REGISTRATION NUMBER: 1876180

FILING DATE: 05/16/1994
ISSUE DATE: 01/24/1995

MARK: VEGETARIAN CUISINE
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74004047
REGISTRATION NUMBER: 1628512

FILING DATE: 11/20/1989
ISSUE DATE: 12/18/1990

MARK: MIA TIA
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

TARA WASHINGTON, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

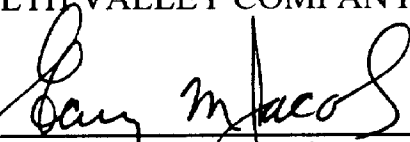
MEMORANDUM OF SECURITY AGREEMENT - TRADEMARKS

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

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

N60628.7 (Security Agreement) (Schedule II(n) - Trademarks of Sahara Natural Foods, Inc.)

RECORDED: 07/07/2000

TRADEMARK
REEL: 002110 FRAME: 0273