

08-04-2000



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

7-12-08

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

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- New
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Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Keebler Company

Execution Date
Month Day Year
06 29 00

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization _____

Receiving Party

Mark if additional names of receiving parties attached

Name Elfin Equity Company, L.L.C.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 677 Larch Avenue

Address (line 2) _____

Address (line 3) Elmhurst

Illinois/U.S.A.

60126-1581

Individual General Partnership Limited Partnership Corporation Association

Corporation Association

Other Limited Liability Company

Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

08/03/2000 NTHA11 00000169 75220899

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01 FC:481
02 FC:482

40.00 OP
175.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) #

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Jo E. Osborn
Name of Person Signing


Signature

July 10, 2000
Date Signed

ASSIGNMENT OF UNITED STATES TRADEMARKS

WHEREAS, KEEEBLER COMPANY, a Delaware corporation having its principal place of business at 677 Larch Avenue, Elmhurst, Illinois 60126(hereinafter "Assignor") solely owns the trademarks identified and set forth in Appendix A attached hereto and incorporated herein, and owns the corresponding federal applications to register and/or registrations on the Register of the United States Patent and Trademark Office, if any, for the goods and/or services identified therein (hereinafter referred to collectively as "Trademarks"); and

WHEREAS, ELFIN EQUITY COMPANY, L.L.C., a Delaware limited liability company, having its principal place of business at 677 Larch Avenue, Elmhurst, IL 60126 (hereinafter "Assignee"), desires to acquire the entire right, title and interest in said Trademarks;

NOW, THEREFORE, for and in consideration of good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign and transfer unto Assignee, and its successors in interest, all of its rights, title and interests in and to said Trademarks, including the goodwill appurtenant thereto,

AND, for the same consideration, Assignor does assign and transfer to Assignee, and its successors in interest, all claims, demands and causes of action, both at law and in equity, that Assignor may have, or may hereafter acquire, on account of any infringement of the said Trademarks prior to the date hereof, and does hereby empower Assignee, and its successors in interest, to sue for and collect the same, to its and their own and absolute use.

IN WITNESS WHEREOF, the undersigned, being duly authorized and acting on behalf of Assignor, has executed this instrument on this 28th day of June, 2000.

KEEBLER COMPANY
(Assignor)

By: [Signature]

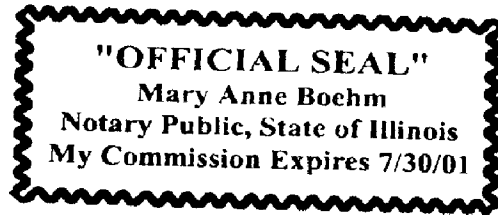
Title: Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF DUPAGE)

Subscribed and sworn to before me this 28th day of June, 2000.

Mary Anne Boehm
Notary Public

My commission expires: 7-30-01



APPENDIX A

BRANCHING OUT WITH BETTER BRANDS	Reg. No. 2,220,872
BACKPACK SNACKS	App. Serial No. 75/220,899
COOKIE MATES & Design	Reg. No. 2,159,435
ELFIN	Reg. No. 2,192,403
GOLD LABEL	Reg. No. 2,164,710
GRAHAM-N-GO	App. Serial No. 75/258,304
HEADS AND TAILS	Reg. No. 2,254,371
SNACKIN' GRAHAMS & Design	Reg. No. 2,139,072