

05-30-2001

Form PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101733595

To the Honorable Commissioner of Patents and Trademarks Attached original documents or copy thereof.

1. Name of conveying party(ies):
Flowers Bakeries Brands, Inc. 5-22-01

Individuals Association
 General Partnership - Limited Partnership:
 Corporation - State: Delaware
 Other:

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

2. Name and address of receiving party(ies):
MAY 22 2001

Name: Bankers Trust Company
Internal Address: _____
Street Address: 130 Liberty Street
City: New York State: New York ZIP: 10006

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation- _____
 Other - Collateral Agent

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 Merger
 Security Interest Change of Name
 Other - _____

Execution Date: March 26, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

Additional numbers attached? Yes No

Trademark Registration No.(s)\
Please see attached Schedule A

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Brian Jaenicke, Legal Assistant
Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas
City: New York State: NY ZIP: 10036

6. Total number of applications and registration involved 67

7. Total fee (37 CFR 3.41): \$ 1,690.00
 Enclosed
 Authorized to be charged to deposit account, in case of deficiency

8. Deposit account number:
23-1705 (in case of deficiency)
(Attach duplicate copy of this page 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.

Brian T. Jaenicke
Name of Person Signing

Brian T. Jaenicke
Signature

5/22/01
Date

Total number of pages comprising cover sheet: 1

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.

Flowers Bakeries Brands, Inc.

TRADEMARK	Application Number	Application Date	Registration Number	Registration Date
AUNT HANNAH (and Design)	252934	3-7-80	1168599	9-8-81
AUNT HANNAH'S (and Design)	71/128057	2-6-20	133083	7-6-20
BAKED BY THE FLOWERS FAMILY	73/455780	12-6-83	1359473	9-10-85
BAKER'S TWIST	75/054401	2-7-96	2068961	6-10-97
BEEBO	75/135183	7-16-96	2077469	7-8-97
BEEBO (and Design)	73/168427	4-28-78	1128394	12-25-79
BEEBO BEAR HUGS (and Design)	73/609422	7-14-86	1438248	7-28-87
BEEBO CUP CAKES (and Design)	73/609383	7-14-86	1444329	6-23-87
BREEBO DOOZIE DIPPERS (and Design)	73/379506	8-11-82	1267326	2-14-84
BEEBO LITTLE DOOZIES (and Design)	73/379517	7-30-82	1314873	1-15-85
BETSY ROSS (and Design)	73/363473	5-7-82	1488710	5-17-88
BETSY ROSS GAY 90'S (and Design)	73/363472	5-7-82	1488709	5-17-88
BINGLES	266678	8-11-80	1181385	12-8-81
BLUE BIRD	73/123831	4-22-77	1098271	8-1-78
BLUEBIRD (and Design)	74/430387	8-26-93	1843098	7-5-94
BREAD BABIES	75/355115	9-11-97	2271092	8-17-99
BREAD BABIES (Stylized)	75/390814	11-17-97	2271146	8-17-99
BREADS INTERNATIONAL	75/000636	10-2-95	2035151	2-4-97
BREADS INTERNATIONAL (and Design)	73/792003	4-7-89	1568691	11-28-89
BREADS INTERNATIONAL (and Design)	73/006877	11-20-73	1026478	12-2-75
BREAKFAST CROWNS	74/507879	4-1-94	1888715	4-11-95
COBBLESTONE MILL	74/712640	8-8-95	1991258	8-6-96
COBBLESTONE MILL (and Design)	74/442931	9-8-83	1326230	3-19-85
COBBLESTONE MILL BREAKFAST BREADS	74/661524	4-14-95	2044677	3-11-97
Cobblestone Mill Healthy 'N Hearty (and design)	74/348138	1-13-93	1836321	5-10-94
CREMEY BUMPERS	266685	8-11-80	1190871	2-23-82
EVANGELINE MAID (and design)	447943	10-20-94	394083	3-17-42
FLOWERS (and design)	185034	9-8-78	1120659	6-19-79
FLOWERS BAKED BY THE FLOWERS FAMILY SINCE 1919 (and design)	75/122165	6-19-96	2087381	8-12-97
FLOWERS SPECIAL HARVEST EXTRA SPECIAL GOODNESS (and design)	73/746928	8-18-88	1535612	4-18-89

(iii)

TRADEMARK	Application Number	Application Date	Registration Number	Registration Date
FLOWERS TENDERMIX (and design)	341057	12-10-81	1236614	5-3-83
GAY 90'S (and design)	364744	5-7-82	1270138	3-13-84
HARVEST GRAINS (and design)	73/765903	11-23-88	1566203	11-14-89
HEALTHY FAMILY WHITE BREAD	75/158714	8-30-96	2121188	12-16-97
IDEAL (and design)	73/052538	5-16-75	1046949	8-24-76
JACK-O-LANTERNS (and design)	74/438274	9-21-93	1898253	6-6-95
JUBILEE	74/381568	4-19-93	1817041	1-18-94
JUBILEE (and design)	74/381054	4-19-93	1819127	2-1-94
JUBILEE (and design)	73/647469	3-2-87	1470847	12-29-87
JUBILEE FLOWERS FAMILY RECIPE BREAKFAST CROWNS (and design)	75/216752	12-23-96	2301210	12-21-99
KETTERING'S COUNTRY STYLE (and design)	75/126597	6-27-96	2131872	1-27-98
KIDS SNACK PACK (and design)	74/431399	8-31-93	1892280	5-2-95
MEAD'S FINE	531926	11-15-48	507326	3-1-49
MERRILY PLANTATION DELUXE FRUIT CAKE (and design)	134669	7-20-77	1100915	8-29-78
NATURE'S OWN	74/209400	10-3-91	1707062	8-11-92
NATURE'S OWN (and design)	73/784468	3-3-89	1563619	10-31-89
NATURE'S OWN (stylized)	73/111158	12-30-76	1121956	7-10-79
PLANTATION MANOR (and design)	73/465533	2-13-84	1346520	7-2-85
PURITY MAID	353971	3-11-82	1245936	7-19-83
QUALITY BREADS COBBLESTONE MILL A FAMILY OF BAKERS SINCE 1919 (and design)	76/039444	5-2-00		
REAL GRAIN	272010	7-28-80	1184271	12-29-81
RICH GRAIN	205399	2-27-79	1193446	4-6-82
SALLY SLICE	75/355114	9-11-97	2271091	8-17-99
SALLY SLICE (stylized)	75/390815	11-17-97	2362754	7-27-00
SOF-MIX	75/527818	7-30-98		
SOUTHERN (and design)	128860	9-28-61	741380	11-27-62
SOUTHERN (and design)	73/467019	2-23-84	1321001	2-19-85
SPECIAL HARVEST	73/515213	12-24-84	1351977	7-30-85
STORCK DESIGN	315808	6-20-31	289742	12-1-31
STORCK'S (stylized)	615582	6-22-51	566001	10-28-52
TABLE LOAVES	74/698291	7-5-95	2046567	3-18-97
TAKING THE TIME TO BAKE THE BEST	75/016305	11-6-95	2090487	8-26-97
TIGER BREAD (and design)	73/561973	10-7-85	1395077	5-27-86
TIGER GRAB A TIGER BY THE TAIL (and design)	73/561974	10-7-85	1395078	5-27-86

(iv)

TRADEMARK	Application Number	Application Date	Registration Number	Registration Date
WHITE WHEAT	74/190549	8-1-91	1716182	9-15-92
WHITE WHEAT (and design)	74/133139	7-2-90	1747869	1-19-93
WHITE WHEAT (and design)	74/190874	8-1-91	1736856	12-1-92

(v)

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, FLOWERS BAKERIES BRANDS, INC., a Delaware corporation (the "Grantor") with principal offices at 1919 Flowers Circle, Thomasville, Georgia 31757, hereby assigns and grants to BANKERS TRUST COMPANY, as Collateral Agent, with principal offices at 130 Liberty Street, New York, New York 10006 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

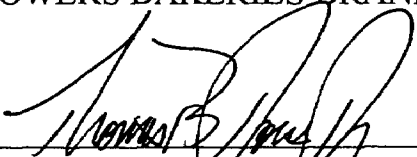
THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of March 26, 2001 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall, upon such satisfaction, execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

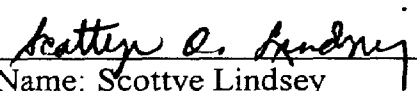
* * *

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 26th day of March, 2001.

FLOWERS BAKERIES BRANDS, INC., Grantor


By 
Name: Thomas B. Jones, Jr.
Title: Authorized Representative.

BANKERS TRUST COMPANY,
as Collateral Agent, Grantee

By 
Name: Scottye Lindsey
Title: Vice President

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 26th day of March, 2001, before me personally came Thomas B. Jones, Jr. who, being by me duly sworn, did state as follows: that he is Authorized Representative of FLOWERS BAKERIES BRANDS, INC., that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

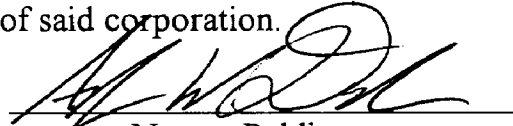


Notary Public

ADAM W. DECKER
Notary Public, State of New York
No. 01DE6045568
Qualified in New York County
Commission Expires July 31, 2002

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 26th day of March, 2001, before me personally came Scottye Lindsey who, being by me duly sworn, did state as follows: that he is Vice President of BANKERS TRUST COMPANY that [s]he is authorized to execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.



Notary Public

ADAM W. DECKER
Notary Public, State of New York
No. 01DF6045568
Qualified in New York County
Commission Expires July 31, 2002