

12-16-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings ⇨ ⇨ ⇨



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102312505

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

1. Name of conveying party(ies):
 Beech Nut Nutrition Corporation
 P.O. Box 618
 St. Louis, MO 63188-0618

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

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

2. Name and address of receiving party(ies)
 Name: Bank of America, N.A., as Collateral Agent
 Internal
 Address: _____

Street Address: 101 North Tryon Street
 City: Charlotte State: NC Zip: 28255

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other National Banking Association

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 Agreement Change of Name
 Other Notice of Grant of Security Interest

Execution Date: October 11, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____
SEE ATTACHED SCHEDULE

Additional number(s) attached Yes No

B. Trademark Registration No.(s) _____
SEE ATTACHED SCHEDULE

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Steven D. Thomas
 Internal Address: Moore & Van Allen, PLLC

Street Address: 2200 West Main Street
Suite 800

City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved: 31

7. Total fee (37 CFR 3.41).....\$ 790.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-2316

DO NOT USE THIS SPACE

9. Signature.
Steven D. Thomas *Steven D. Thomas* December 11, 2002
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 05

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

12/13/2002 6TOM11 00000043 2225956

01 FC:8521 40.00 OP
02 FC:8522 750.00 OP

TRADEMARK
REEL: 002633 FRAME: 0554

Exhibit A**Beech Nut Nutrition Corporation
(Nevada Corporation)****U.S. Trademarks****Registered Marks**

Mark	Registration No.	Registration Date
TABLE TIME	2225956	2/23/99
BEECH-NUT BABYWARE	2312356	1/25/00
BEECH NUT NATURALS and Design	2218720	1/19/99
BEECH NUT AND DESIGN	2210983	12/15/98
BEECH-NUT NATURALS	2296459	11/30/99
BEECH-NUT THE SIMPLE CHOICE	2062303	5/13/97
DELICIOUS DUOS	2005251	10/1/96
STAGE 3	1756412	3/9/93
STAGE 2	1756411	3/9/93
STAGE 1	1756410	3/9/93
GENTLE JUICE	1870749	12/27/94
STAGES	1711105	9/1/92
2 AND DESIGN	1677339	3/3/92
3 AND DESIGN	1677338	3/3/92
1 AND DESIGN	1677337	3/3/92
STAGES	1823696	2/22/94
ETAPAS (STAGES)	1438900	5/12/87
JUGO LIGERO (GENTLE JUICE)	1438899	5/12/87
Miscellaneous Design	1325424	3/19/85
STAGES	1311963	1/1/85
DINNER SUPREME	1324015	3/12/85
FRUIT SUPREME	1239147	5/24/83
BEECH-NUT	1108373	12/12/78
BEECH-NUT AND DESIGN	735738	8/7/62
BEECH-NUT (Stylized)	334925	5/19/36
FIRST ADVANTAGE	2619006	10/18/00
SIMPLE DINNERS	2596410	7/16/02

Pending Applications

Mark	Application No.	Filing Date
Miscellaneous Design	75363400	9/25/97
Miscellaneous Design	75363399	9/25/97
DELICIOUS DUOS	78170658	10/3/02
PANTRY PACK	78851199*	11/14/02

*Disclosed by Borrower, unavailable on US Patent & Trademark Office database due to recent filing.

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of October 11, 2002 (the "Security Agreement") by and among the Obligors thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark</u>	<u>Date of Trademark</u>
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See Exhibit A, attached hereto and made a part hereof.

TRADEMARK APPLICATIONS


<u>Trademark Application No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Application</u>
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See Exhibit A, attached hereto and made a part hereof.

The Obligors and the Collateral Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

BEECH NUT NUTRITION CORPORATION

By: 
Name: Alan S. Gandy
Title: Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Collateral Agent

By: _____
Name: _____
Title: _____

The Obligors and the Collateral Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

BEECH NUT NUTRITION CORPORATION

By: _____

Name: _____

Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Collateral Agent


By: 
Name: David A. Johanson
Title: Vice President

Exhibit A

Beech Nut Nutrition Corporation
(Nevada Corporation)

U.S. Trademarks

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