

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

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Flowers Snack of Cleveland, TN., LLC, a Tennessee limited liability company (the "Grantor") with principal offices at 1919 Flowers Circle, Thomasville, GA 31757, hereby assigns and grants to DEUTSCHE BANK TRUST COMPANY AMERICAS (f/k/a BANKERS TRUST COMPANY), as Collateral Agent, with principal offices at 31 West 52nd Street, Mail Stop NYC01-0705, New York, New York 10019 (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 3rd day of December, 2002.

FLOWERS SNACK OF CLEVELAND, TN., LLC,
Grantor

By Stephen K. Avoca
Name: Stephen K. Avoca
Title: Vice - Pres.

DEUTSCHE BANK TRUST COMPANY
AMERICAS (f/k/a BANKERS TRUST
COMPANY), as Collateral Agent, Grantee

By _____
Name:
Title:

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of
the 15th day of ~~December~~, 2002.

January, 2003.

FLOWERS SNACK OF CLEVELAND, TN., LLC,
Grantor

By _____

Name:

Title:

DEUTSCHE BANK TRUST COMPANY
AMERICAS (f/k/a BANKERS TRUST
COMPANY), as Collateral Agent, Grantee

By *Scotty Lindsey*

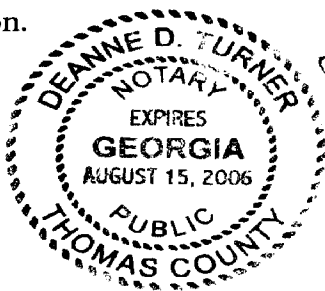
Name:

Title:

Scotty Lindsey
Vice President

STATE OF Georgia)
COUNTY OF Thomas) ss.: 259860954

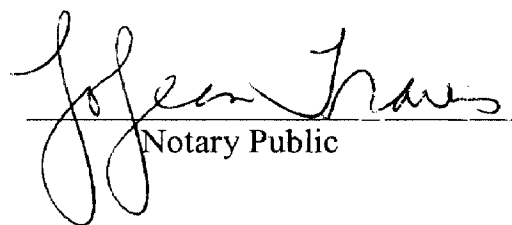
On this 30th day of December, 2002, before me personally came Stephen R. Avera who, being by me duly sworn, did state as follows: that he is Vice President of FLOWERS SNACK OF CLEVELAND, TN., LLC, that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.



Deanne D. Turner
Notary Public

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

On this 15th day of ~~December~~, ^{JAN. 2003} 2002, before me personally came Scottye D. Lindsey who, being by me duly sworn, did state as follows: that he is a Vice President of Deutsche Bank Trust Company Americas (f/k/a Bankers Trust Company) that he is authorized to execute the foregoing Assignment on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.



Notary Public

JOJEAN TRAVIS
Registration No. 01TR5013241
New York County
July 15, 2003

Flowers Snack of Cleveland, TN., LLC

TRADEMARK	Registration Number	Registration Date
BUDDY BARS	1,584,942	2/27/90
Design Only (Chef)	1,453,391	8/18/87
BISHOP'S	1,406,968	8/26/86
UKANEATA	808,622	5/17/66
BISHOP'S	801,456	1/4/66