TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Kellogg USA Inc.		12/28/2003	CORPORATION: MICHIGAN

RECEIVING PARTY DATA

Name:	Keebler Holding Corp.
Street Address:	677 Larch Avenue
City:	Elmhurst
State/Country:	ILLINOIS
Postal Code:	60126
Entity Type:	CORPORATION: GEORGIA

PROPERTY NUMBERS Total: 154

Property Type	Number	Word Mark
Registration Number:	0964779	ALL-BRAN
Registration Number:	2642977	ALL-BRAN
Registration Number:	2219827	AMERICA'S ORIGINAL VEGGIE DOGS
Registration Number:	0817917	APPLE JACKS
Registration Number:	2356716	BE NATURAL
Registration Number:	1889380	BETTER'N BURGERS
Registration Number:	2534149	BIG BOOMIN' POPS
Registration Number:	2539325	BIG ROLLIN' FROOT LOOPS!
Registration Number:	0767657	BRAN BUDS
Registration Number:	2615720	BREAKFAST IS BACK
Registration Number:	1422144	CAROBY
Registration Number:	1422141	CAROBY NATURAL TOUCH
Registration Number:	2711592	CEREAL CELEBRITIES
Registration Number:	0969271	CHIC-KETTS
Registration Number:	1839123	CHIK PATTIES

CH $3865.00 0964779

Registration Number:	2659668	CINNAMON CRUNCH CRISPIX
Registration Number:	2083806	
Registration Number:	2095003	COMMON SENSE
Registration Number:	1596688	COMMON SENSE
Registration Number:	0849129	COMPLETE
Registration Number:	2333236	COOKING UP FAMILY TRADITIONS
Registration Number:	0779183	K COOKING WITH KELLOGG KITCHEN APPROVED
Registration Number:	1580348	CORN POPS
Registration Number:	2013039	CORNELIUS
Registration Number:	2117532	CRACKLE
Registration Number:	1072333	CRACKLIN' OAT BRAN
Registration Number:	1394237	CRISPIX
Registration Number:	1705841	CRISPIX MIX
Registration Number:	0767686	CROUTETTES
Registration Number:	2112691	CRUNCHEROOS
Registration Number:	2061613	DIG 'EM
Registration Number:	2292332	DIG 'EM
Registration Number:	0977428	DIG 'EM
Registration Number:	1829723	DON'T HAVE A COW
Registration Number:	2098987	EAT IT FOR BREAKFAST. EAT IT FOR LIFE
Registration Number:	0692163	EGGO
Registration Number:	0898862	EGGO
Registration Number:	1297873	
Registration Number:	1145170	FRICHIK
Registration Number:	0946426	FRIPATS
Registration Number:	0786518	FROOT LOOPS
Registration Number:	1536599	FROOT LOOPS
Registration Number:	2716147	FROOT LOOPS
Registration Number:	1318448	FROSTED KRISPIES
Registration Number:	0921229	FROSTED MINI-WHEATS
Registration Number:	2247209	FRUIT MINI-WHEATS
Registration Number:	1409677	FRUITFUL BRAN
Registration Number:	1640680	FRUITY MARSHMALLOW KRISPIES
Registration Number:	2233747	FUEL UP WITH BREAKFAST!
Registration Number:	1747285	FUN PAK

Registration Number:	2044115	GARDEN GRILLE
Registration Number:	2011486	GRAVY QUIK
Registration Number:	2175162	GRILLEMAX
Registration Number:	1066346	GRILLERS
Registration Number:	2046927	GROUND MEATLESS
Registration Number:	1665961	HARVEST BURGERS
Registration Number:	2647313	HAUNTING ASSORTMENT
Registration Number:	2354609	HONEY CRUNCH CORN FLAKES
Registration Number:	2505336	HONEY FROSTED MINI-WHEATS
Registration Number:	2142078	HOPPIN' HOLIDAY
Registration Number:	2306279	
Registration Number:	2175131	IF IT DOESN'T SAY KELLOGG'S ON THE BOX, IT'S NOT KELLOGG'S IN THE BOX
Registration Number:	2076349	'JACKS
Registration Number:	0767950	JUMBO
Registration Number:	2348868	JUNGLEBERRY SWIRLS
Registration Number:	1498836	JUST RIGHT
Registration Number:	1278007	K
Registration Number:	2344341	K
Registration Number:	1279803	K
Registration Number:	2091243	KALEIDO
Registration Number:	1276068	KELLOGG NEWS
Registration Number:	1727738	KELLOGG'S
Registration Number:	0398400	KELLOGG'S
Registration Number:	0828860	KELLOGG'S
Registration Number:	0397926	KELLOGG'S
Registration Number:	0147454	KELLOGG'S
Registration Number:	0707012	KELLOGG'S
Registration Number:	1725563	KELLOGG'S
Registration Number:	0778641	KELLOGG'S
Registration Number:	0757901	KELLOGG'S
Registration Number:	1278006	KELLOGGS
Registration Number:	1287074	KELLOGGS
Registration Number:	0147458	KELLOGG'S
Registration Number:	0115348	KELLOGG'S

Registration Number:	0756997	KELLOGG'S
Registration Number:	2255769	KELLOGG'S
Registration Number:	2364732	KELLOGG'S
Registration Number:	0363556	KELLOGGS
Registration Number:	0821314	KELLOGG'S
Registration Number:	0199964	KELLOGG'S ALL BRAN
Registration Number:	2388260	KELLOGG'S CEREAL CITY USA TONY
Registration Number:	2316185	KELLOGG'S CEREAL CITY U.S.A.
Registration Number:	2530130	KELLOGG'S CEREAL CITY U S A TONY
Registration Number:	2504885	KELLOGG'S CEREAL CITY U-S-A TONY
Registration Number:	2496549	KELLOGG'S CEREAL CITY U-S-A TONY
Registration Number:	2309575	KELLOGG'S COCOA FROSTED FLAKES
Registration Number:	1411563	KELLOGG'S CORN FLAKES
Registration Number:	2079367	KELLOGG'S CORN FLAKES
Registration Number:	2311930	KELLOGG'S CRISPIX MIX SNACK MIX RECIPES
Registration Number:	1422158	KELLOGG'S FROSTED FLAKES
Registration Number:	2085817	KELLOGG'S HONEY CRUNCH CORN FLAKES
Registration Number:	2333150	KELLOGG KITCHENS COOKING UP FAMILY TRADITIONS
Registration Number:	2632648	KELLOGG'S KRAVE
Registration Number:	2273419	KELLOGG'S STORE
Registration Number:	2273413	KELLOGG'S STORE
Registration Number:	0406354	KELLOGG'S VARIETY
Registration Number:	1535620	KRISPIES
Registration Number:	1535276	KRISPIES TREATS
Registration Number:	2400777	K-SENTIALS
Registration Number:	2310962	L 'EGGO MY EGGO
Registration Number:	1263119	LOMA LINDA
Registration Number:	1079971	LOMA LINDA LINKETTS
Registration Number:	1049152	LOMA LINDA REDI-BURGER
Registration Number:	1050845	LOMA LINDA TENDER ROUNDS
Registration Number:	2545110	LOOKING GOOD NEVER TASTED SO GREAT!
Registration Number:	0761704	LOOPS
Registration Number:	2400535	MARSHMALLOW BLASTED
Registration Number:	2375944	MARSHMALLOW BLASTED FROOT LOOPS
Registration Number:	1270148	MARSHMALLOW KRISPIES

Registration Number:	1344306	MARSHMALLOW TREATS
Registration Number:	1147777	MINI-WHEATS
Registration Number:	1834126	
Registration Number:	0955308	MORNINGSTAR FARMS
Registration Number:	2304272	MORNINGSTAR FARMS
Registration Number:	0963028	MORNING STAR FARMS
Registration Number:	1037587	MORNINGSTAR FARMS SCRAMBLERS
Registration Number:	2642970	MORNINGSTAR FARMS
Registration Number:	2659527	MORNINGSTAR FARMS
Registration Number:	1535621	MUESLIX
Registration Number:	1685852	MULTIGRAIN CUTLETS
Registration Number:	1230117	NATURAL TOUCH
Registration Number:	1230151	NATURAL TOUCH
Registration Number:	1830037	NINE BEAN LOAF
Registration Number:	0902732	NUMETE
Registration Number:	1468538	NUT & HONEY CRUNCH
Registration Number:	1367960	NUTRI-GRAIN
Registration Number:	1255456	NUTRI-GRAIN
Registration Number:	2426551	NUTRI-GRAIN FRUIT-FULL SQUARES
Registration Number:	1966685	OCEAN PLATTER
Registration Number:	2306278	
Registration Number:	2117609	POP
Registration Number:	0293727	POPS
Registration Number:	0791514	POP-TARTS
Registration Number:	1671971	POP-TARTS
Registration Number:	2358511	POP-TARTS PASTRY SWIRLS
Registration Number:	2498744	POP-TARTS SNAK-STIX
Registration Number:	0823722	PRODUCT 19
Registration Number:	0820388	PROSAGE
Registration Number:	0178609	PROTOSE
Serial Number:	78270200	FROOT LOOPS
Serial Number:	78233035	KELLOGG'S CEREAL CITY USA
Serial Number:	78236590	KELLOGG'S RAISIN BRAN
Serial Number:	78338199	
Serial Number:	78218740	FROOT LOOPS

CORRESPONDENCE DATA

Fax Number: (248)641-0270

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: gdaurini@hdp.com

Correspondent Name: Harness, Dickey & Pierce, P.L.C.

Address Line 1: 5445 Corporate Drive

Address Line 2: Suite 400

Address Line 4: Troy, MICHIGAN 48098

ATTORNEY DOCKET NUMBER:	8951-500036
NAME OF SUBMITTER:	Geoffrey D. Aurini

Total Attachments: 2

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TRADEMARK ASSIGNMENT

This assignment made this 28th day of December, 2003, by and between KELLOGG USA INC., (hereinafter "Assignor"), a Michigan corporation, having its principal place of business at One Kellogg Square, Battle Creek, Michigan 49016, and KEEBLER HOLDING CORP., (hereinafter "Assignee"), a Georgia corporation having its principal place of business at 677 Larch Avenue, Elmhurst, Illinois 60126.

WHEREAS, Assignor owns and has used, or is using, the trademarks identified in the attached schedule A (collectively, hereinafter the "Marks") in the United States.

WHEREAS, Assignee is desirous of acquiring the Marks and all rights therein, including the goodwill of the business associated therewith, as well as all common-law rights and all federal trademark and service mark registrations and applications identified in Schedule A attached hereto and made a part hereof.

NOW, THEREFORE, for valuable consideration the receipt and sufficiency of which are hereby acknowledged, Assignor hereby conveys, transfers and assigns to Assignee all rights, title, and interest in and to the Marks, all common-law rights, all federal registrations and applications identified in Schedule A together with the goodwill of the business symbolized thereby.

Assignor further assigns to Assignee all rights to sue for and receive all damages occurring from past infringing uses of the Marks.

Assignor agrees that upon request by Assignee, Assignor shall execute all papers, make all rightful oaths, testify on behalf of Assignee and do all other lawful acts necessary to carry out the intent of this Assignment as well as provide such other material, information, or assistance as Assignee may consider necessary.

This assignment shall be binding on the parties, their successors and/or assigns and all others acting by, through, with or under their direction, and all those in privities therewith.

TRADEMARK ASSIGNMENT

KELLOGG USA INC.

Signature: _____

Typed: James K. Markey

Title: Assistant Secretary

Date: December 28, 2003

KEEBLER HOLDING CORP.

Signature: _____

Typed: Gary H. Pilnick

Title: Vice President & Secretary CORP

Date: December 28, 2003