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: 90

Property Type	Number	Word Mark
Registration Number:	2331098	RAISIN BRAN CRUNCH
Registration Number:	1536577	RAISIN SQUARES
Registration Number:	2328908	RAZZLE DAZZLE RICE KRISPIES
Registration Number:	1446674	RICE KRISPIES
Registration Number:	0249993	RICE KRISPIES
Registration Number:	1755588	RICE KRISPIES
Registration Number:	2223484	RICE KRISPIES TREATS
Registration Number:	2233186	RICE KRISPIES TREATS
Registration Number:	1806296	RICE KRISPIES TREATS
Registration Number:	1459211	RICE KRISPIES TREATS
Registration Number:	2473323	RICE KRISPIES TREATS KRUNCH
Registration Number:	2307129	RICHLAND DAIRY
Registration Number:	2184073	
Registration Number:	2192246	
Registration Number:	1341183	

CH $2265.00 2331098

Registration Number:	1896385	
Registration Number:	2284259	ROOSTER TALES
Registration Number:	0297905	SAUCETTES
Registration Number:	0370187	SAVOREX
Registration Number:	1713933	SCRAMBLERS
Registration Number:	0593086	SMACKS
Registration Number:	1598838	SMACKS
Registration Number:	2332452	SMART START
Registration Number:	1555954	SMART START
Registration Number:	2502456	SNACK-A-LONGS
Registration Number:	2117533	SNAP
Registration Number:	1659058	SNAP CRACKLE POP
Registration Number:	2124817	SNAP CRACKLE POP
Registration Number:	2062886	SNAP CRACKLE POP
Registration Number:	0563358	SNAP CRACKLE POP
Registration Number:	2342991	
Registration Number:	2257327	SNAP! CRACKLE! POP!
Registration Number:	2338123	SNAP CRACKLE POP
Registration Number:	1143592	SNAP! CRACKLE! POP!
Registration Number:	1038909	SNAP, CRACKLE, POP
Registration Number:	2117463	SNAP, CRACKLE, POP
Registration Number:	2117588	SNAP CRACKLE POP
Registration Number:	0625578	SPECIAL K
Registration Number:	1812139	SPECIAL K
Registration Number:	1729645	SPECIAL K
Registration Number:	2134904	SPOOKY FROOT LOOPS
Registration Number:	1066347	STAKELETS
Registration Number:	0881783	STRIPPLES
Registration Number:	1797986	SUITABLE FOR VEGETARIANS
Registration Number:	2077663	
Registration Number:	1270151	
Registration Number:	2375907	SUPERSHEET
Registration Number:	2367739	SWEET MINGLERS
Registration Number:	1264961	"THE BEST TO YOU EACH MORNING"
Registration Number:	2594428	THE GR-R-REAT TONY BALLOON

Registration Number:	2323982	MCCAMLY PLAZA HOTEL
Registration Number:	1668701	THE ORIGINAL & BEST
Registration Number:	2128410	THE ORIGINAL AND BEST
Registration Number:	0106623	WON ITS FAVOR THROUGH FLAVOR
Registration Number:	2156945	THERE'S ONLY ONE!
Registration Number:	2309366	THEY'RE CHOCOLATEY GR-R-REAT!
Registration Number:	1331096	THEY'RE GR-R-REAT!
Registration Number:	2649440	TOAST N' GO
Registration Number:	2559324	TOGETHER, WE HELP KIDS GROW
Registration Number:	2136777	TONY
Registration Number:	2030068	TONY
Registration Number:	2013885	TONY
Registration Number:	1303983	TONY
Registration Number:	2659501	TONY
Registration Number:	1151162	
Registration Number:	1672993	TONY'S
Registration Number:	1697609	TONY'S TIGER BITES
Registration Number:	2632658	
Registration Number:	1270940	
Registration Number:	0775496	
Registration Number:	1343023	TOUCAN SAM
Registration Number:	2632651	TOUCAN SAM
Registration Number:	2029603	TOUCAN SAM
Registration Number:	1876803	TOUCAN SAM
Registration Number:	1979527	
Registration Number:	2144953	TREATS SHEET
Registration Number:	1102848	TUNO
Registration Number:	2326900	TWISTED FOR TWICE THE TASTE
Registration Number:	1679571	TWO SCOOPS]
Registration Number:	0552435	VARIETY
Registration Number:	1048655	VEGE-BURGER
Registration Number:	2545111	VEGETABLE SKALLOPS
Registration Number:	0905945	VEGETABLE SKALLOPS
Registration Number:	2175161	VEGIMAX
Registration Number:	2348414	VICTORY LAP

Registration Number:	1059480	VITA-BURGER
Registration Number:	2775937	WILD MAGICBURST
Registration Number:	2237818	WILD TROPICAL BLAST
Registration Number:	2306295	WORTHINGTON
Registration Number:	1296620	WORTHINGTON

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