HISBV 10/02)	ORM COVER SHEET U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office			
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.				
Name of conveying party(ies):	Name and address of receiving party(les):			
GFA Brands, Inc.	Name: GFA Brands, Inc.			
Individual(s) General Partnership Limited Partnership Corporation-State: Ohio	Internal Address: c/o TSG4 L.P., Suite 2900 Street Address: 600 Montgomery Street			
Other:	City: San Francisco			
	State: CA Zip: 94111			
Additional name(s) of conveying Yes party(ies) attached?	Individual(s) citizenship: Association:			
Nature of Conveyance:	General Partnership:			
X Assignment Merger	Limited Partnership:			
Security Agreement Change of Name	X Corporation-State: Delaware			
Other:	Other:			
Execution Date: March 31, 2004	If assignee is not domicited in the United States, a domestic representative designation is attached: (Designetions must be a separate document from assignment) Additional name(s) & address(es) attached? Yes X No			
Application Number(s) or Registration Number(s):				
A. Trademark Application No.(s):	B. Trademark Registration No.(s):			
78/335,601 78/158,621 78/315,678 76/252,421 74/091,482 78/178,596 78/323,269 78/178,597 78/335,775	2,586,911 2,237,867 1,550,337 217,379 1,956,980 1,662,599			
Additional numbers attached?	x Yes No			
Name and address of party to whom correspondence concerning document should be malled:	6. Total Number of applications and registrations involved:			
Name: Erin A. Dugan, IP Paralegal Ropes & Gray LLP	7. Total fee (37 CFR 3.41) \$ 1,040.00			
	Enclosed			
Internal Address: Atty. Dkt.: SGGP-021	X Authorized to be charged to Deposit Account			
Street Address: One International Place	Authorized to be charged to credit card (Form 2038 enclosed)			
-	8. Deposit account number: 18-1945			
City: Boston State: MA Zip: 02110	(Attach duplicate copy of this page if paying by deposit account)			
9. Statement and signature:	THIS SPACE			
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.				
Jacob E. Comer, Esq.	03 april 2004			
	Signature Date			
Total number of pages including cover she	et, attachments, and document: 6			

?-02-2004 16:23 ROPES & GRAY P.04

Form PTO-1594 RECORDATION FORM COVER SHEET (continued)		Page 2 of 2	
Additional Conve	eying Parties (1. Continu	ued):	08 U
	·	•	
	111111		
Additional Receiv	ving Parties (2. Continue	ed):	1 10-11
Assignee Name:			
Internal Address:			
Street Address:			
City:	State:	Zip Code:	
Additional Applica	ations and/or Registration	on Numbers (4. Continued)	
Additional Application f 4A continued:	Number(s)	Additional Registration Number(s) 4B continued:	
78/252,358 78/272,133		1,296,665 23,770	
76/409,592 78/158,619		436,002 59,917	
78/366,180		2,727,374 1,275,379	
		44,779 309,722	
		2,290,357 2,200,663	
		2,276,285 2,302,961	
		2,182,820 2,175,327	
		2,678,729 808,170	
		1,247,220 1,874,017	
	Additional numbers attached?	Yes X No	

APR-02-2004 16:23 ROPES & GRAY P.05

MARKS ASSIGNMENT

THIS MARKS ASSIGNMENT is dated as of March 31, 2004 and is made from GFA Brands, Inc., an Ohio corporation with its principal place of business at 175 N. Woodland Street, Englewood, NJ 07631 ("<u>Assignor</u>") on the one hand, to GFA Brands, Inc., a Delaware corporation with its principal place of business c/o TSG4 L.P., 600 Montgomery Street, Suite 2900, San Francisco, CA 94111 ("<u>Assignee</u>") on the other hand.

WHEREAS, Assignor has adopted and used and is using in commerce the trademarks set forth in the attached <u>Schedule 1</u> (the "<u>Marks</u>"); and

WHEREAS, pursuant to the Asset Purchase and Sale Agreement dated as of March 2004, Assignee wishes to acquire from Assignor, and Assignor wishes to transfer to Assignee, said Marks and the goodwill associated with such Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor assigns to Assignee all rights, title and interests in and to the Marks, the goodwill of the business symbolized by the marks, all registrations and applications for registration thereof, if any, all rights of action accrued and to accrue under and by virtue thereof, including the right to sue and recover for past infringement of said Marks, and all records and files relating to said Marks. This Marks Assignment will be governed by the laws of the State of New Jersey without regard to its conflicts of laws principles.

Assignor shall sign all documents, provide all testimony and, in general, do all lawful things reasonably requested of it by Assignee to carry out and fulfill the purposes and intent of this Marks Assignment.

Assignor hereby covenants that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements inconsistent herewith.

[Rest of page intentionally left blank,]

938119*5_5*

TRADEMARK
REEL: 002825 FRAME: 0876

IN WITNESS WHEREOF, the parties have executed, made and entered into this Marks Assignment under seal as of the date first set forth above.

ASSIGNOR:

GFA BRANDS, INC., an Ohio corporation

Name: Title:

THE STATE OF NEW YORK

County of New York

This instrument was executed before me on this <u>30</u> day of March, 2004 by <u>Robert Harris</u>, the <u>fresident</u> (title) of GFA Brands, Inc., an Ohio corporation, on behalf of said corporation.

WITNESS my hand and official seal.

Notary Public in and for The State of New York

ELIZABETH LAJCA

Printed or Typed Name of Notary

My Commission Expires June 30, 2007

ELIZABETH LAJCA
Riotary Public, State of New York
No. 01LA4688203
Qualified in Kings County
Commission Expires June 30,200

[SIGNATURE PAGE TO GFA TRADEMARK ASSIGNMENT]

TRADEMARK REEL: 002825 FRAME: 0877 ASSIGNEE:

GFA BRANDS, INC., a Delaware corporation

By:_____

Name: Charles H. Esserman

Title:

President

County of New York

This instrument was executed before me on this <u>30</u> day of March, 2004, by Charles H. Esserman, the President of GFA Brands, Inc., a Delaware corporation, on behalf of said corporation.

WITNESS my hand and official seal.

Notary Public in and for The State of New York

Printed or Typed Name of Notary

My Commission Expires June 30, 2007

ELIZABETH LAJCA
Notary Public, State of New York
No. 01LA468203
Qualified in Kings County
Commission Expires June 30.2807

R-02-2004 16:24 ROPES & GRAY P.08

SCHEDULE 1

MARKS ASSIGNMENT

Mark Name	Ser. No.	Reg. No.
Balancing Your Fats	76-234644	2586911
Cream (Stylized Letters)	71-226056	217379
Dedicated to Heart Health (and Design)	74-800892	1750812
Earth Balance	75-978107	2237867
Famous Pan-Toasted Flavor	74-398380	1956980
Fanning's (Stylized Letters)	71-579528	531766
Heart Beat	73-756391	1550337
Heart Beat (and Design)	73-780084	1662599
H-O	73-680555	1496034
H-O (and Design)	73-440020	1296665
H-O (Stylized Letters)	70-023770	23770
H-O (Stylized Letters)	71-512369	436002
H-O (Stylized Letters)	71-019623	59917
Movie Palace	78-165053	2727374
Mrs. Fanning's	73-340979	1275379
Nucoa (Block Letters)	71-000706	44779
Nucoa (Stylized Letters)	71-339383	309722
Power Oats	75-110329	2290357
Smart Balance	75-977525	2200663
Smart Balance	75-127811	2276285
Smart Cow	75-567856	2302961
Smart Oil	75-179824	2182820
Smarter than Butter!	75-026237	2175327
Soy Garden	76-112120	2678729
Spin Blend	72-210653	808170
Taste this Good Happens Once in a Pickle	73-345918	1247220
The Original Bread 'n Butter Pickles	74-399101	1874017
Buttery Burst	78-366180	None
Cholesterol Balance (Block Letters)	78-335601	None
Earth Balance	76-252421	None
HDL Smart! (Block Letters)	78-323269	None
Ideal Balance	78-158621	None
Nucanola	74-091482	None
Ocean Balance	78-178597	None
Omega 3 from the Sea	78-315678	None
Omega Balance	78-178596	None
Patented Blend to Help Balance Cholesterol (Block Letters)	78-335775	None
Smart Balance	76-252358	None
Smart Balance Omega	78-272133	None
Smart Whip	76-409592	None
The Smart Bar	78-158619	None

SCHEDULE TO GFA TRADEMARK ASSIGNMENT

TRADEMARK REEL: 002825 FRAMEAL0&7.9₃