

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 ("Assignor") 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 ("Assignee") on the other hand.

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

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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

By: *Robert Harris*
Name:
Title:

THE STATE OF NEW YORK

County of New York

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

WITNESS my hand and official seal.

Elizabeth Lajca
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
Notary Public, State of New York
No. 01LA4688203
Qualified in Kings County
Commission Expires June 30, 2007

ASSIGNEE:

GFA BRANDS, INC., a Delaware corporation

By: *Charles H. Esserman*

Name: Charles H. Esserman

Title: President

County of New York

This instrument was executed before me on this 30 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.

Elizabeth Lajca
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
Notary Public, State of New York
No. 01LA4688203
Qualified in Kings County
Commission Expires June 30, 2007

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

RECORDED: 04/02/2004

TRADEMARK
 REEL: 002825 FRAME 0879