

Rev. 05/03
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings ⇌ ⇌ ⇌

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Earl of Sandwich (Holding), LLC

- Individual(s)
- General Partnership
- Corporation-State:
- Other - Florida Limited Liability Company
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: **Lofthouse Bakery Products, Inc.**
(f/k/a Sparky Acquisition Corporation)

Internal Address:

Street Address: **800 Market Street, 29th Floor**

City: **St. Louis** State: **MO** ZIP: **63101**

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State: **Nevada**
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: **February 26, 2004**

4. Application number(s) or registration number(s):

A. Trademark Application No.(s):

B. Trademark Registration No.(s) **2,172,779**

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Mark A. Paskar**
Internal Address: **Bryan Cave LLP**
One Metropolitan Square

Street Address: **211 N. Broadway, Suite 3600**

City: **St. Louis** State **MO** ZIP: **63102-2750**

6. Total number of applications and registrations involved: 1

7. total fee (37 CFR 3.41).....**\$40.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account Number:

18-0085 (for fees and any additional fee or overpayment)

DO NOT USE THIS SPACE

9. Signature.

Mark A. Paskar
Name of Person Signing


Signature

April 6, 2004
Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:
Mail Stop Assignment Recordation Services
Director of US Patent and Trademark Office,
PO Box 1450
Alexandria, VA 22313-1450

CH \$40.00 180085 2172779

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

FLORIDA SECURED TRANSACTION REGISTRY

FILED

2004 Mar 04 AM 12:00

**** 200406309912 ****

C * 03040439040001-31.0028.00***

A. NAME & PHONE OF CONTACT AT FILER (optional)
8888295817

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

UCC Team 2 - Kellner
208 South LaSalle Street
Suite 814
Chicago, IL 60604

CT Lien Ref #: 252027
Filed with: FL:Secretary of State

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME Earl of Sandwich (Holding), LLC

OR 1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS 7598 West Sand Lake Road CITY Orlando STATE FL POSTAL CODE 32819 COUNTRY US

1d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 1a. TYPE OF ORGANIZATION LLC 1e. JURISDICTION OF ORGANIZATION Florida 1g. ORGANIZATIONAL ID #, if any L03000055435 NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR 2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 2a. TYPE OF ORGANIZATION 2e. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE or ASSIGNOR ORP) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME Lofthouse Bakery Products, Inc. (f/k/a/ Sparky Acquisition Corporation)

OR 3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS c/o Ralcorp Holdings, Inc., Bank of America Plaza, 800 Market Street CITY St. Louis STATE MO POSTAL CODE 63101 COUNTRY US

4. This FINANCING STATEMENT covers the following collateral:
The secured party is the successor by assignment to a Trade mark Settlement and Security Agreement dated February 26, 2004, to the debtor's right, title and interest in and to the "Earl Of Sandwich" Trademark, U.S. Registration No. 2,172,779 ("Mark"); all registrations, recordings and applications in connection therewith; all general intangibles relating or pertaining to the Mark, including all goodwill associated with the Mark; payments under any indemnity, warranty, or guaranty with respect to any of the foregoing, all claims and rights to recover for any infringement, dilution of or injury to the Mark; and all proceeds of any of the foregoing.

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOB SELLER/BUYER AG. LIEN NON-UCC FILING

6. This FINANCING STATEMENT is to be filed (or recorded) in the REAL ESTATE RECORDS. Attach Addendum. 7. Check (6) REQUEST SEARCH REPORT (S) on Debtor(s) (Additional Fee) All Debtors Debtor 1 Debtor 2

B. OPTIONAL FILER REFERENCE DATA

MH 6058006-01

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME Earl of Sandwich (Holding), LLC		
OR	9b. INDIVIDUAL'S LAST NAME	
	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:
Florida Documentary Stamp Tax is not required

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11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME					
OR	11b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
11d. TAX ID #: SSN OR EIN	ADDL INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any	
					<input type="checkbox"/> NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - Insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME					
OR	12b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY

13. This FINANCING STATEMENT covers timber to be cut or an extracted collateral, or is filed as a fixture filing.

14. Description of real estate:

16. Additional collateral description:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

17. Check only if applicable and check only one box.
Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box.
 Debtor is a TRANSMITTING UTILITY
 Filed in connection with a Manufactured Home Transaction — effective 30 years
 Filed in connection with a Public Finance Transaction — effective 30 years

FILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT ADDENDUM (FORM UCC1Ad) (REV. 07/28/98)

TRADEMARK