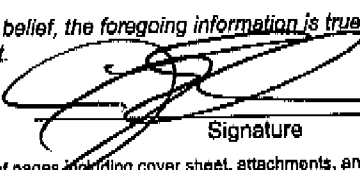


Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)		<b>RECORDATION FORM COVER SHEET</b> <b>TRADEMARKS ONLY</b>		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
<b>1. Name of conveying party(ies):</b> GFA Holdings, Inc.  <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State: Delaware <input type="checkbox"/> Other:			<b>2. Name and address of receiving party(ies):</b> Name: <u>GFA Brands, Inc.</u>  Internal Address: Street Address: <u>211 Knickerbocker Road</u>  City: <u>Cresskill</u> State: <u>NJ</u> Zip: <u>07626</u>  <input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input checked="" type="checkbox"/> Corporation-State: <u>Delaware</u> <input type="checkbox"/> Other: _____ If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>3. Nature of Conveyance:</b> <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  Execution Date: <u>March 31, 2004</u>					
<b>4. Application Number(s) or Registration Number(s):</b> A. Trademark Application No.(s):  B. Trademark Registration No.(s): 1,668,672                                  1,810,146 1,550,337                                  2,045,728 1,662,599                                  1,933,384 1,532,238                                  1,836,307 1,754,419                                  2,084,664  Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
<b>5. Name and address of party to whom correspondence concerning document should be mailed:</b>  Name: <u>Erin A. Dugan, IP Paralegal Ropes &amp; Gray LLP</u>  Internal Address: <u>Atty. Dkt.: SGGP-021</u> Street Address: <u>One International Place</u>  City: <u>Boston</u> State: <u>MA</u> Zip: <u>02110</u>			<b>6. Total Number of applications and registrations involved:</b> <u>10</u>  <b>7. Total fee (37 CFR 3.41)</b> \$ <u>265.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to Deposit Account <input type="checkbox"/> Authorized to be charged to credit card (Form 2038 enclosed)  <b>8. Deposit account number:</b> <u>18-1945</u> (Attach duplicate copy of this page if paying by deposit account)		
<b>DO NOT USE THIS SPACE</b>					
<b>9. Statement and signature:</b> <i>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.</i>  <div style="display: flex; justify-content: space-between;"> <div> <u>Jacob E. Comer, Esq.</u>            Name of Person Signing         </div> <div style="text-align: center;">             Signature         </div> <div style="text-align: right;"> <u>02 April 2004</u>            Date         </div> </div> Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px;">5</span>					

CH \$40.00 181945 1668672

## MARKS ASSIGNMENT

THIS ASSIGNMENT is dated as of March 31, 2004 and is made from GFA Holdings, Inc., a Delaware corporation with its principal place of business c/o TSG4 L.P., 600 Montgomery Street, Suite 2900, San Francisco, CA 94111 ("Assignor") on the one hand, to GFA Brands, Inc., a Delaware corporation with its principal place of business at 211 Knickerbocker Road, Cresskill, NJ 07626 ("Assignee") on the other hand.

WHEREAS, Assignor has adopted and used and is using in commerce the Marks set forth in the attached Schedule 1;

WHEREAS, Assignee is a wholly-owned subsidiary of Assignor; and

WHEREAS, 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.

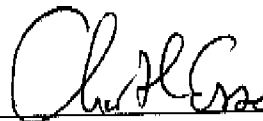
Assignor hereby covenants that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements inconsistent herewith.

**[Signatures appear on the following pages.]**

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 HOLDINGS, INC., a Delaware corporation

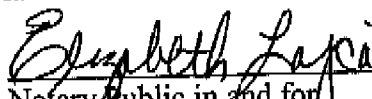
By:   
Name: Charles H. Esserman  
Title: President

THE STATE OF NEW YORK

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 Holdings, 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

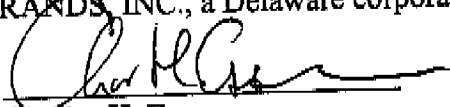
My Commission Expires June 30, 2007

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

(SIGNATURE PAGE TO MARKS ASSIGNMENT)

ASSIGNEE:

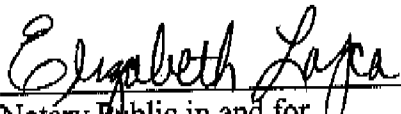
GFA BRANDS, INC., a Delaware corporation

By:   
Name: Charles H. Esserman  
Title: President

County of ( New York )

This instrument was executed before me on this 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.

  
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.
Heart Beat	74-147728	1668672
Heart Beat	73-756391	1550337
Heart Beat (and Design)	73-780084	1662599
Heartbeat	73-711034	1532238
Smart Beat	74-173035	1754419
Smart Mayo	74-222639	1810146
Smart Slices	75-047855	2045728
Smart Slices	74-222616	1933384
Smart Spread	74-223620	1836307
Smart Squeeze	74-727963	2084664

[SCHEDULE 1 TO MARKS ASSIGNMENT]

RECORDED: 04/07/2004

TRADEMARK  
REEL: 002827 FRAME 0920