11-05-2003

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

R SHEET
LY

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

1. Name of conveying party(ies):

Elfin Equity Co., LLC

10.31-03

__ Individual(s) __ Association
__ General Partnership __ Limited Partnership
___ Corporation
_x_ Other - limiated liability company - Delaware

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

2. Name and Address of receiving party(ies)

Name: Bake-Line Group, LLC

Address: 17 West 220 22nd Street, Suite 300
Oakbrook Terrace, Illinois 60181

__ Individual(s) citizenship _____
__ Association _____
__ General Partnership _____
__ Limited Partnership _____
__ Corporation
_x_ Other limited liability company - Delaware

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

OFFICE OF PUBLIC RECORDS
2003 OCT 31 AM 9:50
FINANCE SECTION

3. Nature of conveyance:

_x_ Assignment __ Merger
__ Security Agreement __ Change of Name
__ Other

Effective Date: April 30, 2002

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s): TRU-BLU,. No. 74,005

Additional numbers attached? ___ Yes _x_ No

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

Hayley M. Smith
Senior Legal Assistant
Kirkland & Ellis
153 East 53rd Street
New York, NY 10022-4675

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... $ 40
_xx_ Enclosed

__ To be Charged to Deposit Account

8. Deposit Account No. 111098

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature:

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.

Hayley M. Smith — Name of Person Signing
Hayley M. Smith — Signature
10/31/03 — Date

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

Mail documents to be recorded with required cover sheet information to
Commissioner of Patents and Trademarks, Box Assignments, Washington D.C. 20231

11/04/2003 GTON11 00000122 74005
01 FC:8521 40.00 OP

PTO cover sheet Elfin to Bakeline Group.DOC

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is made and entered into as of April 30, 2002 ("Effective Date") by and between Elfin Equity Co., LLC, a limited liability company organized under the laws of the State of Delaware ("Assignor"), and Bake-Line Group, LLC (f/k/a Biscuit Acquisition LLC), a limited liability company organized under the laws of the State of Delaware ("Assignee").

WHEREAS, Bake-Line Products, Inc., Assignee, Keebler Company, Atlantic Baking Group, Inc. and Kellogg Company have entered into that Asset Acquisition Agreement dated as of March 26, 2002 (the "Agreement"), pursuant to which Keebler Company has agreed to cause Assignor to assign to Assignee certain assets relating to the intellectual property of the business conducted by Bake-Line Products, Inc., including without limitation: (a) the trademark and trade name and United States trademark registration therefor identified and set forth on Schedule A (the "Mark"); and (b) the goodwill of the business associated with the Mark; and

WHEREAS, pursuant to the Agreement, Assignee wishes to acquire and Assignor wishes to assign all of Assignor's right, title and interest in and to the Mark, together with the goodwill of the business associated with the Mark.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee all of Assignor's right, title and interest in and to the Mark, together with the goodwill of the business associated with the Mark, including any renewals and extensions of the registrations that are or may be secured under the laws of the United States or any foreign countries, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives.

Assignor shall provide to Assignee, its successors, assigns or other legal representatives, at Assignee's reasonable request and expense (including the reasonable attorneys' fees of Assignor), cooperation and assistance (including the execution and delivery of any and all affidavits, declarations, oaths, samples, exhibits, specimens and other documentation), as may be reasonably required: (1) in the preparation and prosecution of any application for registration or any application for renewal of a registration covering the Mark; (2) in the prosecution or defense of any opposition, infringement or other proceedings that may arise in connection with the Mark including, but not limited to, testifying as to any facts relating to the Mark assigned herein and this Assignment; (3) in obtaining any additional trademark protection for the Mark that Assignee reasonably may deem appropriate that may be secured under the laws now or hereafter in effect in the United States or for any foreign countries; and (4) in the implementation or perfection of this Assignment.

Assignor consents to Assignee's request that the Commissioner of Patents and Trademarks record Assignee as the assignee and owner of the Mark.

This Assignment may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

To the extent any provision herein is inconsistent with the Agreement, the provisions of the Agreement shall control.

* * * * *

TRADEMARK
REEL: 002856 FRAME: 0713

IN TESTIMONY WHEREOF, Assignor and Assignee have caused this Assignment to be signed and executed by their duly authorized representatives as of the Effective Date.

BAKE-LINE GROUP, LLC	**ELFIN EQUITY CO., LLC**
By: James T. Spear	By: _____
Name: James T. Spear	Name: _____
Title: Vice President	Title: _____

STATE OF New York)
) SS.
COUNTY OF New York)

On this ___ day of _____, there appeared before me James T. Spear, personally known to me, who acknowledged that _he signed the foregoing Assignment as his/her voluntary act and deed on behalf and with full authority of Bake Line Group LLC.

APRIL BLANSHAFT
Notary Public, State of New York
No. 01BL5030907
Qualified in Nassau County
Commission Expires July 25, 20[illegible]

April Blanshaft
Notary Public

STATE OF)
) SS.
COUNTY OF)

On this ___ day of _____, there appeared before me _____, personally known to me, who acknowledged that _he signed the foregoing Assignment as his/her voluntary act and deed on behalf and with full authority of _____.

_____
Notary Public

TRADEMARK
REEL: 002856 FRAME: 0714

IN TESTIMONY WHEREOF, Assignor and Assignee have caused this Assignment to be signed and executed by their duly authorized representatives as of the Effective Date.

BAKE-LINE GROUP, LLC	**ELFIN EQUITY CO., LLC**
By: _____	By: Gary Pilnick
Name: _____	Name: Gary H. Pilnick
Title: _____	Title: Vice President

STATE OF)
) SS.
COUNTY OF)

On this ___ day of _____, there appeared before me _____, personally known to me, who acknowledged that _he signed the foregoing Assignment as his/her voluntary act and deed on behalf and with full authority of _____.

_____
Notary Public

STATE OF)
) SS.
COUNTY OF)

On this 25 day of April, there appeared before me Gary Pilnick, personally known to me, who acknowledged that _he signed the foregoing Assignment as his/her voluntary act and deed on behalf and with full authority of Elfin Equity Co., LLC.

Connie L. Wart
Notary Public
CONNIE L. WART
Notary Public, Calhoun County, Michigan
My Commission Expires 9/18/06

TRADEMARK
REEL: 002856 FRAME: 0715

SCHEDULE A

U.S. TRADEMARK REGISTRATIONS AND APPLICATIONS

Mark	Trademark No.	Registration Date
TRU-BLU	74,005	06/08/1909 06/08/1989 (OG Date)