

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Auntie Anne's, Inc.		04/15/2005	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Bank of Lancaster County, N.A.
Street Address:	101 North Pointe Boulevard
City:	Lancaster
State/Country:	PENNSYLVANIA
Postal Code:	17601-4133
Entity Type:	Bank: PENNSYLVANIA

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	1740051	AUNTIE ANNE'S
Registration Number:	2514260	AUNTIE ANNE'S AT HOME
Registration Number:	2130367	AUNTIE ANNE'S
Registration Number:	2599642	AUNTIE ANNE'S CRE AMO
Registration Number:	2613558	AUNTIE ANNE'S CRE AMO
Registration Number:	2748693	AUNTIE ANNE'S CRE AMO CLASSIC CONES
Registration Number:	1736872	AUNTIE ANNE'S HAND-ROLLED SOFT PRETZELS
Serial Number:	78361152	AUNTIE ANNE'S STADIUM PRETZELS
Registration Number:	1920021	AUNTIE ANNE'S
Registration Number:	1727940	BETTER THAN THE BEST YOU'VE EVER TASTED
Registration Number:	1984997	
Registration Number:	1920020	
Registration Number:	2596123	
Registration Number:	2056059	DUTCH ICE

CH \$440.00 1740051

Registration Number:	1821570	GLAZIN' RAISIN
Registration Number:	2327693	LOTS OF GOOD THINGS GOING ON
Registration Number:	2302888	MAKING THE WORLD A BETTER TASTING PLACE

CORRESPONDENCE DATA

Fax Number: (610)988-0828
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 610-478-2167
Email: tfd@stevenslee.com
Correspondent Name: Timothy F. Demers
Address Line 1: 111 N. Sixth Street
Address Line 4: reading, PENNSYLVANIA 19601

NAME OF SUBMITTER:	Timothy F. Demers
Signature:	/Tim Demers/
Date:	05/11/2005

Total Attachments: 9
source=trademark#page1.tif
source=trademark#page2.tif
source=trademark#page3.tif
source=trademark#page4.tif
source=trademark#page5.tif
source=trademark#page6.tif
source=trademark#page7.tif
source=trademark#page8.tif
source=trademark#page9.tif

TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated April 15, 2005 made by AUNTIE ANNE'S, INC., a Pennsylvania corporation having its principal place of business at 160-A Route 41, P.O. Box 529, Gap, Pennsylvania 17527 (the "**Grantor**"), in favor of Bank of Lancaster County, N.A., having its principal place of business at North Pointe Banking Center, 101 North Pointe Boulevard, Lancaster, Pennsylvania 17601-4133 (together with any successor thereto, the "**Grantee**").

Grantor and Grantee have entered into a certain Loan Agreement (Working Capital) dated as of April 15, 2005 (as amended, supplemented or otherwise modified from time to time, the "**Loan Agreement**"). Capitalized terms not otherwise defined herein shall have the same meanings as specified therefor in the Loan Agreement or the Security Agreement referred to below.

In connection with the Loan Agreement, the Grantor and the Grantee entered into a Security Agreement (Working Capital) dated April 15, 2005 (as amended, supplemented or otherwise modified from time to time, the "**Security Agreement**"), pursuant to which the Grantor has granted to the Grantee a lien on and security interest in, inter alia, all of the Grantor's rights, title, and interest in and to all Trademarks (as defined in the Security Agreement) of such Grantor, whether then owned or thereafter acquired or created by such Grantor, including, without limitation, the trademarks and trademark applications listed on Schedule A hereto (the "**Trademark Collateral**").

The parties desire to record the Grantor's grant of the security interest in the Trademark Collateral to the Grantee with the United States Patent & Trademark Office.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor hereby agrees with the Grantee as follows:

1. The Loan Agreement and Security Agreement and their terms and provisions are incorporated herein in their entirety.
2. To secure the Obligations, the Grantor grants to the Grantee a lien on and security interest in all of its right, title and interest in and to the Trademark Collateral and the goodwill of the business symbolized by the Trademark Collateral.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be duly executed and delivered by its officer thereunto duly authorized, as of the date first written above.

AUNTIE ANNE'S, INC

By



Samuel R. Beiler, President

Acknowledged and agreed to as of
the date first above written:

BANK OF LANCASTER COUNTY, N.A.

By



Randall M. Johnston, Vice President

SCHEDULE A
TRADEMARKS

Australia	Mark	Number	Registration Date	Next Renewal Date
RENEWABLE EVERY TEN YEARS FROM REGISTRATION DATE				
	Auntie Anne's	630351	May 20, 1994	May 20, 2014
	Auntie Anne's	630350	May 20, 1994	May 20, 2014
	Auntie Anne's Closed Design	853813	October 17, 2000	October 17, 2010
	Auntie Anne's Closed Design	983796	January 5, 2004	January 5, 2014
	Auntie Anne's Hand Rolled Soft Pretzels with Pretzel Design	630353	May 20, 1994	May 20, 2014
	Auntie Anne's Hand Rolled Soft Pretzels with Pretzel Design	630352	May 20, 1994	May 20, 2014

**SCHEDULE A
TRADEMARKS**

Page 2

Canada	Mark	Number	Registration Date	Next Renewal Date
RENEWABLE EVERY FIFTEEN YEARS FROM REGISTRATION DATE				
	Auntie Anne's	490059	February 16, 1998	February 16, 2013
	Auntie Anne's Closed Design	600606	January 27, 2004	January 27, 2019
	Auntie Anne's Hand Rolled Soft Pretzels with Pretzel Design	490014	February 16, 1998	February 16, 2013

CTM	Mark	Number	Registration Date	Next Renewal Date
RENEWABLE EVERY TEN YEARS FROM DATE OF FILING				
	Auntie Anne's	263895 5	October 29, 2003 Filing Date: February 4, 2002	February 4, 2012
	Auntie Anne's Closed Design	268525 3	September 23, 2003 Filing Date: February 4, 2002	February 4, 2012

**SCHEDULE A
TRADEMARKS**

Page 3

United Kingdom	Mark	Number	Registration Date	Next Renewal Date
RENEWABLE EVERY TEN YEARS FROM DATE OF FILING				
	Auntie Anne's	200093 6	December 13, 1996 Filing Date: October 31, 1994	October 31, 2014
	Auntie Anne's Closed Design	228344 2	March 15, 2002 Filing Date: October 18, 2001	October 18, 2011
	Auntie Anne's Hand Rolled Soft Pretzels	200142 5	September 13, 1996 Filing Date: October 31, 1994	October 31, 2014
	Auntie Anne's Hand Rolled Soft Pretzels with Pretzel Design	200143 8	January 8, 1997 Filing Date: October 31, 1994	October 31, 2014

New Zealand	Mark	Number	Registration Date	Next Renewal Date
RENEWABLE EVERY TEN YEARS FROM DATE OF FILING				
	Auntie Anne's	236694	November 27, 1997 Filing Date: May 6, 1994	May 6, 2014

**SCHEDULE A
TRADEMARKS**

Page 4

	Auntie Anne's	236693	November 27, 1997 Filing Date: May 6, 1994	May 6, 2014
	Auntie Anne's Hand Rolled Soft Pretzels with Pretzel Design	236695	November 27, 1997 Filing Date: May 6, 1994	May 6, 2014
	Auntie Anne's Hand Rolled Soft Pretzels with Pretzel Design	236696	November 27, 1997 Filing Date: May 6, 1994	May 6, 2014

United States	Mark	Number	Registration Date	Next Renewal Date
SECTION 8 DECLARATION BETWEEN 5 TH AND 6 TH YEAR				
SECTION 9 DECLARATION BETWEEN 9 TH AND 10 TH YEAR				
	Auntie Anne's	1740051	December 15, 1992	December 15, 2011
	Auntie Anne's At Home	2514260	December 4, 2001	December 4, 2006
	Auntie Anne's Café	<i>Not Found</i>		
	Auntie Anne's Closed Design	2130367	January 20, 1998	January 20, 2007
	Auntie Anne's Cre-amo	2599642	July 23, 2002	July 23, 2007

SCHEDULE A
TRADEMARKS

Page 5

	Auntie Anne's Cre-amo	2613558	August 27, 2002	August 27, 2007
	Auntie Anne's Cre-amo	78/060048	Abandoned	
	Auntie Anne's Cre-amo Classic Cones Logo	2748693	August 5, 2003	August 5, 2008
	Auntie Anne's Hand Rolled Soft Pretzels with Pretzel Design	1736872	December 1, 1992	December 1, 2011
	Auntie Anne's Smart Bites	<i>Not Found</i>		
	Auntie Anne's Stadium Pretzels	78361152	Notice of Allowance mailed: February 8, 2005	
	Auntie Anne's Stix	<i>Not Found</i>		
	Auntie Anne's stylized	<i>Not Found</i>		
	Auntie Anne's with Pretzel Design	1920021	September 19, 1995	September 19, 2004
	Best Reason To Go To The Mall	<i>Not Found</i>		
	Better Than The Best You've Ever Tasted	1727940	October 27, 1992	October 27, 2011

**SCHEDULE A
TRADEMARKS**

Page 6

	Blue Checkerboard Design	1984997	August 20, 2001	August 20, 2010
	Blue Pretzel Design	1920020	September 19, 1995	September 19, 2014 (Combined Section 8/9 filed January 25, 2005)
	Cookie Farm - abandoned	2413206	December 12, 2000 Abandoned	
	Cookie Farm Logo - abandoned			
	Cookie Icon - abandoned	78/060618	November 2, 2002 Abandoned	
	Cre-amo Ice Cream Cone Icon	2596123	July 16, 2002	July 16, 2007
	Dutch Ice	2056059	April 22, 1997	April 22, 2006
	Every Child Deserves A Smile - abandoned	<i>Not Found</i>		
	FruitFreeze	<i>Not Found</i>		
	FruitSlush	<i>Not Found</i>		
	Glazin Raisin	1821570	February 15, 1994	February 15, 2013
	Homemade At The Mall	<i>Not Found</i>		
	Kids Stix - abandoned	<i>Dead</i>		
	Lots Of Good Things Going On	2327693	March 14, 2000	March 14, 2005

SCHEDULE A
TRADEMARKS

Page 7

	Making The World A Better Tasting Place	2302888	December 21, 1999	December 21, 2004
	Shookie - abandoned			
	Van Dough's Cookie - abandoned			

1387048-1

RECORDED: 05/11/2005

TRADEMARK
REEL: 003081 FRAME: 0552