

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Tom's Foods, Inc.		10/21/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Columbus Capital Acquisitions, Inc.
<b>Street Address:</b>	8600 South Boulevard
<b>Internal Address:</b>	Attn: Legal Department
<b>City:</b>	Charlotte
<b>State/Country:</b>	NORTH CAROLINA
<b>Postal Code:</b>	28273
<b>Entity Type:</b>	CORPORATION: NORTH CAROLINA

**PROPERTY NUMBERS Total: 22**

Property Type	Number	Word Mark
Registration Number:	2618467	CARRIAGE HILL
Registration Number:	2224436	GREAT AMERICAN
Registration Number:	2557062	SEÑOR TOM'S
Registration Number:	1347003	NACHO RINGS
Registration Number:	1484487	MORNING TIME
Registration Number:	1139709	MY BUDDY
Registration Number:	1915587	TOM'S
Registration Number:	233233	TOM'S TOASTED PEANUTS
Registration Number:	1383535	TOM'S NUT CENTER
Registration Number:	2205109	SNACKS TO PACK
Registration Number:	275675	TOM'S
Registration Number:	1774531	TOM'S
Registration Number:	2009244	CRUNCHY CHEEZERS

OP \$565.00 2618467

Registration Number:	2011268	PUFFED CHEEZERS
Registration Number:	2022708	CHEEZERS
Registration Number:	931911	TOM'S
Serial Number:	76569871	OVER THE TOP
Serial Number:	76591285	TOM'S
Registration Number:	588136	TOM'S
Registration Number:	2298870	LOADED SPUD
Registration Number:	2261597	SHIVERS
Registration Number:	2299261	WEDGIES

**CORRESPONDENCE DATA**

Fax Number: (704)557-8002

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 704-557-8143

Email: eschuth@lance.com

Correspondent Name: Edward H. Schuth

Address Line 1: 8600 South Boulevard

Address Line 2: Attn: Legal Department

Address Line 4: Charlotte, NORTH CAROLINA 28273

NAME OF SUBMITTER:	Edward H. Schuth
Signature:	/Edward H. Schuth/
Date:	10/27/2005

**Total Attachments: 4**

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**ASSIGNMENT OF TRADEMARKS**

This Assignment of Trademarks (this “**Assignment**”) is made as of October 21, 2005, by Tom’s Foods Inc., a Delaware corporation (the “**Assignor**”) having a principal place of business at 900 8<sup>th</sup> Street, Columbus, Georgia 31902, to Columbus Capital Acquisitions, Inc., a North Carolina corporation (the “**Assignee**”), having a principal place of business at 8600 South Boulevard, Charlotte, North Carolina 28273.

The Assignor and the Assignee are parties to an Asset Purchase Agreement, dated as of October 17, 2005 (the “**APA**”), pursuant to which the Assignor has agreed to sell to the Assignee and the Assignee has agreed to buy from the Assignor the Acquired Assets, including, without limitation all of the Acquired Intellectual Property, including, without limitation, all rights to the name “Tom’s Foods” (and all rights to any other tradenames, trademarks, and servicemarks owned or licensed by Assignor) and the Intellectual Property and technology listed on Schedule 1.1(g) to the APA. In accordance with the APA, the Assignor desires to transfer and assign to the Assignee, and the Assignee desires to accept the transfer and assignment of, all of the Assignor’s worldwide rights, title and interests in, to and under the Assignor’s registered and unregistered domestic and foreign service marks, trademarks, trade dress, service mark applications, trademark applications, trade dress applications and trade names (collectively, the “**Marks**”), including the service marks, trademarks, trade dress, service mark applications, trademark applications, trade dress applications and trade names listed on Schedule A annexed hereto and incorporated herein by reference.

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby transfer and assign to the Assignee all of the Assignor’s worldwide rights, title and interests in, to and under the Marks, together with the translations, adaptations, derivations and combinations thereof, including the goodwill of the business associated therewith and which is symbolized thereby, all rights to sue for infringement of any Mark, and any and all renewals and extensions thereof that may hereafter be secured, the same to be held and enjoyed by the Assignee, its successors and assigns from and after the date hereof as fully and entirely as the same would have been held and enjoyed by the Assignor had this Assignment not been made.

Capitalized terms used herein but not defined shall have the meanings ascribed to them in the APA.

**[Signatures Appear on Following Page]**

The Assignor has caused its duly authorized officer to execute this Assignment as of the date first above written.

**"ASSIGNOR"**

**TOM'S FOODS INC.**

[SEAL]

By: 

Name: ROLLAND G. DIVIN  
Title: PRES. + CEO

State of GEORGIA)  
County of MUSCOGEE ) ss.:

On this 21ST day of OCTOBER, 2005, before me, MARTY LACEY, personally appeared ROLLAND G. DIVIN of TOM'S FOODS, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

  
Notary Public

My Commission Expires: MARTY LACEY



Notary Public, Cobb County, Georgia  
My Commission Expires Feb. 18, 2006

SCHEDULE A

Registered Trademarks (Active)

<u>Trademark</u>	<u>Country</u>	<u>Registration No.</u>	<u>Registration Date</u>
SEÑOR TOM'S	Aruba	20823	October 5, 2000
SEÑOR TOM'S	Bermuda	31989	March 20, 2002
TOM'S AND DESIGN	Bermuda	10531	August 16, 1985
TOM'S AND DESIGN	Bermuda	10530	August 16, 1985
SEÑOR TOM'S	Bermuda	31990	March 20, 2002
TOM'S AND DESIGN	Canada	TMA332847	October 9, 1987
SEÑOR TOM'S	Cayman Islands	2241462	April 20, 2001
TOM'S AND DESIGN	Colombia	239297	June 26, 2001
TOM'S AND DESIGN	Colombia	239298	May 4, 2001
PICA TOM'S LA PICADERA			
QUE DA GUSTO	Dominican Republic	89031	March 15, 1997
SOLO PICA TOM'S	Dominican Republic	83741	May 15, 1996
SI TE PICA EL HAMBRE			
PICA TOM'S	Dominican Republic	83743	May 15, 1996
PICA TOM'S	Dominican Republic	83742	May 15, 1996
TOM'S AND DESIGN	Dominican Republic	80748	November 15, 1995
SEÑOR TOM'S	Dominican Republic	119487	April 15, 2001
SEÑOR TOM'S	Dominican Republic	Pending (App. 69216)	
SEÑOR TOM'S	Dominican Republic	140537	December 30, 2000
SEÑOR TOM'S	Jamaica	36677	April 23, 2001
SEÑOR TOM'S	Jamaica	36673	April 23, 2001
SEÑOR TOM'S	Mexico	677021	October 31, 2000
TOM'S AND DESIGN	Mexico	429863	January 25, 1993
TOM'S DESIGN	Mexico	398525	August 26, 1991
SEÑOR TOM'S	Mexico	677022	October 31, 2000
TOM'S AND DESIGN	Netherlands Antilles	6819	December 5, 2002
TOM'S AND DESIGN	Panama	46217	November 7, 1988
TOM'S AND DESIGN	Panama	46239	October 20, 1988
TOM'S AND DESIGN	Phillipines	4-1997116809	April 16, 2004
TOM'S AND DESIGN	Phillipines	4-1997116808	April 16, 2004
SEÑOR TOM'S	Puerto Rico	50097	November 7, 2001
TOM'S	Puerto Rico	26627	December 18, 1985
SEÑOR TOM'S	Puerto Rico	50205	March 6, 2002
SEÑOR TOM'S	United Kingdom	2241462	January 19, 2001
TOM'S DESIGN	United Kingdom	1244255	June 18, 1985
TOM'S DESIGN	United Kingdom	1244254	June 18, 1985
CARRIAGE HILL	USA	2618467	September 10, 2002
GREAT AMERICAN	USA	2224436	February 16, 1999
SEÑOR TOM'S	USA	2557062	April 2, 2002
NACHO RINGS (Stylized)	USA	1347003	July 2, 1985
MORNING TIME	USA	1484487	April 12, 1988
MY BUDDY	USA	1139709	September 16, 1980
TOM'S AND DESIGN	USA	1915587	August 29, 1995
TOM'S TOASTED			

PEANUTS (Stylized)	USA	233233	September 27, 1930
TOM'S NUT CENTER, AND DESIGN	USA	1383535	February 18, 1986
SNACKS TO PACK	USA	2205109	November 24, 1998
TOM'S (Stylized)	USA	275675	September 30, 1930
TOM'S	USA	1774531	June 1, 1993
CRUNCHY CHEEZERS	USA	2009244	October 22, 1996
PUFFED CHEEZERS	USA	2011268	October 29, 1996
CHEEZERS	USA	2022708	December 17, 1996
TOM'S AND DESIGN	USA	931911	April 4, 1972
OVER THE TOP	USA	Allowed (App 76/569871)	
TOM'S	USA	Pending (App 76/591285)	
TOM'S (Stylized)	USA	588136	April 13, 1954
LOADED SPUD	USA	2298870	December 7, 1999
SHIVERS (AND DESIGN)	USA	2261597	July 13, 1999
WEDGIES	USA	2299261	December 14, 1999