

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the Conveyance - Change to "Security Interest" previously recorded on Reel 003241 Frame 0442. Assignor(s) hereby confirms the security interest.

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Auntie Anne's, Inc.		02/01/2006	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: 1

Property Type	Number	Word Mark
Registration Number:	3021890	AUNTIE ANNE'S STADIUM PRETZELS

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

ATTORNEY DOCKET NUMBER:	040100.00009
NAME OF SUBMITTER:	Timothy F. Demers
Signature:	/Tim Demers/

CH \$40.00 3021890

Date:

02/07/2006

Total Attachments: 3

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TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated February 1, 2006 made by AUNTIE ANNE'S, INC., a Pennsylvania corporation having its principal place of business at 160-A Route 41, 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 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 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. Grantor registered the Trademark listed on Schedule A hereto (the "**Trademark Collateral**") with the United States Patent and Trademark Office on November 29, 2005.

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.

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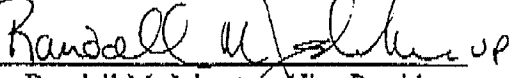
IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be duly executed and delivered by its officer thereunto duly authorized, as of the date first written above.

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"

<u>Trademark</u>	<u>Registered Owner</u>	<u>Registration Number</u>
Auntie Anne's Stadium Pretzels	Auntie Anne's, Inc.	3,021,890