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
Fantastic Foods, Inc.		10/27/2005	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Bank of America, N.A.
Street Address:	55 South Lake Avenue, Suite 900
City:	Pasadena
State/Country:	CALIFORNIA
Postal Code:	91101
Entity Type:	National Association:

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	2502884	BIG SOUP
Registration Number:	2962273	CARB'TASTIC
Registration Number:	2396643	CHA-CHA CHILI
Registration Number:	1986377	CHICKEN FREE
Registration Number:	1479790	
Registration Number:	2425552	EAT BETTER, LIVE BETTER
Registration Number:	2916377	FANTASTIC ALWAYS NATURAL
Registration Number:	1294730	FANTASTIC FALAFIL MIX
Registration Number:	1656369	FANTASTIC FOODS
Registration Number:	2070953	FANTASTIC FOODS
Registration Number:	1499103	FANTASTIC NOODLES
Registration Number:	2841730	FAST NATURALS
Registration Number:	2240875	GIVE BEEF A REST!
Registration Number:	1874035	JUMPIN' BLACK BEANS

CH $515.00 2502884

Registration Number:	1928000	NATURE'S BURGER
Registration Number:	1463795	NATURE'S BURGER
Registration Number:	1283876	QUICK PILAF
Registration Number:	2229911	READY SET PASTA
Registration Number:	1496037	TOFU CLASSICS
Registration Number:	1283868	VEGETARIAN CHILI MIX

CORRESPONDENCE DATA

Fax Number: (213)630-5728

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

Phone: 213-891-5011

Email: jhawke@buchalter.com

Correspondent Name: Jody Hawke

Address Line 1: 1000 Wilshire Boulevard, Suite 1500

Address Line 4: Los Angeles, CALIFORNIA 90017-2457

NAME OF SUBMITTER:	Jody Hawke
Signature:	/Jody Hawke/
Date:	04/24/2006

Total Attachments: 13

source=bofa-annies#page1.tif
source=bofa-annies#page2.tif
source=bofa-annies#page3.tif
source=bofa-annies#page4.tif
source=bofa-annies#page5.tif
source=bofa-annies#page6.tif
source=bofa-annies#page7.tif
source=bofa-annies#page8.tif
source=bofa-annies#page9.tif
source=bofa-annies#page10.tif
source=bofa-annies#page11.tif
source=bofa-annies#page12.tif
source=bofa-annies#page13.tif

MEMORANDUM AND NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

ANNIE'S HOMEGROWN, INC., a Delaware corporation, FANTASTIC FOODS, INC., a California corporation, and NAPA VALLEY KITCHENS, INC., a California corporation (collectively, the "Grantors"), each with an office at 560 Gateway Drive, Napa, California 94558, hereby acknowledge, as of October 27, 2005, the following:

Grantors, together with their common parent, and Bank of America, N.A. ("Lender"), with an office at 55 South Lake Avenue, Suite 900, Pasadena, California 91101, are parties to that certain Credit Agreement, dated as of October 27, 2005 (the "Credit Agreement"); and

Under the terms of the Credit Agreement and the related Security Agreement, dated as of October 27, 2005 (the "Security Agreement"), entered into by Grantors, together with their common parent, and Lender, Grantors have granted to Lender, for the ratable benefit of Lender, a security interest in: (a) the trademarks and trademark registrations and applications therefor which are identified on Schedule A attached hereto and incorporated herein by this reference (the "Trademarks"), together with the goodwill thereto; (b) the patents and patent applications which are identified on Schedule B attached hereto and incorporated herein by this reference (the "Patents"); and (c) the copyright registrations and copyright licenses which are identified on Schedule C attached hereto and incorporated herein by this reference (the "Copyrights"), owned by Grantors, which Trademarks, Patents, and Copyrights are appurtenant, and all actions for infringement concerning the foregoing.

Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Lender may have in any other collateral described in the Security Agreement or otherwise. Capitalized terms used but not defined herein shall have the meanings given them in the Credit Agreement.

[*remainder of page intentionally left blank*]

TRADEMARK
REEL: 003295 FRAME: 0508

IN WITNESS WHEREOF, the undersigned have duly executed this document as of the date first above written.

ANNIE'S HOMEGROWN, INC.,
a Delaware corporation

By: _____
Name: John Forcier
Title: President

TRADEMARK
REEL: 003295 FRAME: 0509

FANTASTIC FOODS, INC.,
a California corporation

By: _____
Name: John Forabar
Title: President

NAPA VALLEY KITCHENS, INC.,
a California corporation

By: _____
Name: John Forcaker
Title: President

Schedule A

Annie's Homegrown, Inc.

A. U.S. Trademarks

1. Registered Trademarks

	Mark	Application #	Application Date	Registration #	Registration Date
	Annie's	74/694,935	June 29, 1995	2,020,364	December 3, 1996
	Annie's Homegrown	74/694,936	June 29, 1995	2,023,195	December 17, 1996
	Annie's Pasta	73/689,890	October 13, 1987	1,511,969	November 8, 1988
	Be Green	74/333,862	November 23, 1992	1,787,220	August 10, 1993
	Bernie Rabbit of Approval	76/054,150	May 23, 2000	2,453,202	May 22, 2001
	Bernieos	75/507,877	June 24, 1998	2,246,211	May 18, 1999
	Mac in a Flash	76/125,735	September 11, 2000	2,737,570	July 15, 2003
	Mother Nature's (to Abandon)	75/479,545	May 5, 1998	2,230,841	March 9, 1999
	Peace	75/573,648	October 20, 1998	2,279,495	September 21, 1999
	Push Tail to Open	76/084,002	July 6, 2000	2,465,746	July 3, 2001
	Push Tail to Open and Design	76/084,001	July 6, 2000	2,463,999	June 26, 2001
	Rabbit Design	76/084,000	July 6, 2000	2,469,672	July 17, 2001
	Rabbit of Approval Bernie	74/353,496	January 28, 1993	1,874,043	January 17, 1995
	Tamarind Tree the Taste of India	74/415,306	July 22, 1993	1,856,858	October 4, 1994

2. Pending Trademarks

	Mark	Application #	Application Date	Registration #	Registration Date
	Annie's	78/226,392	March 17, 2003	Allowed	
	Annie's	78/226,405	March 17, 2003	Allowed	
	Annie's Bunny Grahams	78/609,645	April 15, 2005	Pending	
	Annie's Homegrown	78/226,442	March 17, 2003	Allowed	
	Annie's Homegrown	78/226,449	March 17, 2003	Allowed	
	Annie's Homegrown	78/226,413	March 17, 2003	Allowed	
	Annie's Homegrown Bunny Grahams	78/609,623	April 15, 2005	Pending	
	Bernie Rabbit of Approval & Design	78/226,701	March 18, 2003	Allowed	
	Bernie Rabbit of Approval & Design	78/226,702	March 18, 2003	Allowed	
	Bernie Rabbit of Approval & Design	78/226,703	March 18, 2003	Allowed	
	Bunnies	78/524,958	December 1, 2004	Pending	
	Bunny	78/530,595	December 10, 2004	Published	
	Bunny Grahams	78/602,382	April 5, 2005	Pending	
	Bunny Shaped Crackers	Unfiled			
	Cheddar Bunnies	78/286,036	August 12, 2003	Pending	
	Eat Responsibly, Act Responsibly	78/460,872	August 3, 2004	Pending	

	Fruit Bunnies	78/524,961	December 1, 2004	Pending	

B. Foreign Trademarks

	Mark	Country	Serial No./Filing Date	Registration No.	Issue Date
	Annie's Bunny Grahams	Canada	Filed		
	Annie's Homegrown	Canada	876,394 / April 27, 1998	529,331	June 16, 2000
	Annie's Homegrown Bunny Grahams	Canada	Filed		
	Bunnies	Canada	1,260,515 / June 1, 2005		
	Bunny (Design)	Canada	1,261,415/ June 9, 2005		
	Bunny Grahams	Canada	Filed		
	Rabbit of Approval Bernie	Canada	876,395/ April 27, 1998	529,247	June 15, 2000

Fantastic Foods, Inc.

A. U.S. Trademarks

1. Registered Trademarks

	Mark	Application #	Application Date	Registration #	Registration Date
	Big Soup	75/838,190	November 2, 1999	2,502,884	October 30, 2001
	Carb'Tastic	78/333,744	November 26, 2003	2,962,273	June 14, 2005
	Cha-Cha Chili	74/485,626	February 2, 1994	2,396,643	October 24, 2000
	Chicken Free	74/560,510	August 10, 1994	1,986,377	July 9, 1996
	Circle Logo	73/619,578	September 11, 1986	1,479,790	March 8, 1988
	Eat Better, Live Better	75/514,800	July 7, 1998	2,425,552	January 30, 2001
	Fantastic Always Natural & Design	78/336,053	December 3, 2003	2,916,377	January 4, 2005
	Fantastic Falafil Mix	73/388,231	September 23, 1982	1,294,730	September 11, 1984
	Fantastic Foods	74/075,573	July 5, 1990	1,656,369	September 10, 1991
	Fantastic Foods & Design	74/538,772	June 14, 1992	2,070,953	June 17, 1997
	Fantastic Noodles	73/674,490	July 24, 1987	1,499,103	August 2, 1988
	Fast Naturals	78/171,912	October 7, 2002	2,841,730	May 11, 2004
	Give Beef a Rest! (to Abandon)	75/519,049	July 15, 1998	2,240,875	April 20, 1999
	Jumpin' Black Beans	74/485,473	February 2, 1994	1,874,035	January 17, 1995
	Nature's Burger	74/587,161	October 18, 1994	1,928,000	October 17, 1995
	Nature's Burger & Design	73/652,795	April 2, 1987	1,463,795	November 3, 1987

	Quick Pilaf (Stylized)	73/388,230	September 23, 1982	1,283,876	June 26, 1984
	Ready Set Pasta	75/214,895	December 17, 1996	2,229,911	March 9, 1999
	Tofu Classics	73/692,548	October 29, 1987	1,496,037	July 12, 1988
	Vegetarian Chili Mix (Stylized)	73/387,780	September 23, 1982	1,283,868	June 26, 1984

2. Pending Trademarks

None.

B. Foreign Trademarks

	Mark	Country	Serial No./Filing Date	Registration No.	Issue Date
	Fantastic Foods & Design	Japan	126,306/94 / December 14, 1994	4,330,701	October 29, 1999
	Fantastic Foods & Design	Japan	126,307/94 / December 14, 1994	4,282,810	June 11, 1999
	Nature's Sausages	Canada	773,911 / January 26, 1995	456,848	April 26, 1996

Napa Valley Kitchens, Inc.

A. U.S. Trademarks

1. Registered Trademarks

	Mark	Application #	Application Date	Registration #	Registration Date
	Consorzio	74/541,874	June 24, 1994	1,910,287	August 8, 1995
	Consorzio	74/644,681	March 10, 1995	2,129,248	January 13, 1998
	Consorzio & Design	75/023,583	November 22, 1995	2,029,963	January 14, 1997
	Napa Valley Kitchens	75/051,114	January 31, 1996	2,066,581	June 3, 1997
	Napa Valley Kitchens & Design	75/051,544	January 31, 1996	2,066,585	June 3, 1997
	Napa Valley Mustard Co. California Hot Sweet (to Abandon)	73/470,290	March 15, 1984	1,364,742	October 8, 1985

2. Pending Trademarks

None.

B. Foreign Trademarks

	Mark	Country	Serial No./Filing Date	Registration No.	Issue Date
	Consorzio	Canada	769,423 / November 24, 1994	TMA 465,092	October 25, 1996
	Consorzio	Mexico	220,137 / December 15, 1994	495,426	June 27, 1995

Schedule B

U.S. Patents

None

Schedule C

C. Copyrights

	US Copyright	Registration Number	Registration Date
	Consorzio Porcini Mushroom Paste/Label	VA791761	May 6, 1996
	Consorzio Roasted Garlic Paste/Label	VA791760	May 6, 1996
	Consorzio California Dried Tomatoes/Label	VA791759	May 6, 1996
	Consorzio Vignette Cranberry Vinegar/Label	VA790309	May 3, 1996
	ConsorizioTavolozza California White Arborio Rice/Label	VA788491	May 3, 1996
	ConsorizioTavolozza Arrosto Risotto Style Pasta with Roasted Garlic/Label	VA788490	May 3, 1996
	Consorzio Mayo Basil Flavored Spread/Label	VA788489	May 3, 1996
	Consorzio Mayo Five Pepper Flavored Spread/Label	VA788488	May 3, 1996
	Consorzio Tavolozza Pastina Risotto Style Pasta with California Dried Tomatoes/Label	VA788487	May 3, 1996
	Consorizio Vignette Blood Orange Vinegar/Label	VA788486	May 3, 1996
	Consorzio Tavolozza (brand) California Brown Arborio Rice/Label	VA786215	May 3, 1996
	Consorzio Tavolozza : Robusto : Risotto Style Brown Rice with Porcini Mushrooms/Label	VA787749	April 26, 1996
	Consorzio Mayo : Roasted Garlic Flavored Spread/Label	VA784748	April 26, 1996
	Napa Valley Kitchens Garlic Flavored Oil/Label	VA781618	April 8, 1996
	Consorzio Vignette Mustard Seed Flavored Vinegar/Label	VA781617	April 8, 1996
	Napa Valley Kitchens Cilantro Flavored Oil/Label	VA781616	April 8, 1996
	Consorzio Porcini Mushroom Oil/Label	VA781615	April 8, 1996
	Napa Valley Mustard Flavored Oil/Label	VA781614	April 8, 1996
	Consorzio Basil Flavored Olive Oil/Label	VA781613	April 8, 1996
	Consorzio Vignette Mango Flavored Vinegar/Label	VA781612	April 8, 1996

	Consorzio Vignette Passion Fruit Flavored Vinegar/Label	VA781611	April 8, 1996
	Consorzio Vignette Roasted Flavored Vinegar/Label	VA781610	April 8, 1996
	Consorzio (brand) Rosemary Flavored Olive Oil/Label	VA782166	April 8, 1996
	Consorzio Vignette (brand) Raspberry Flavored Vinegar/Label	VA782165	April 8, 1996
	Consorzio (brand) Five-Pepper Flavored Olive Oil/Label	VA782164	April 8, 1996
	Consorzio Vignette (brand) Tomato Flavored Vinegar/Label	VA782163	April 8, 1996
	Consorzio (brand) Roasted Garlic Flavored Olive Oil/Label	VA782162	April 8, 1996
	Napa Valley Kitchens Jalapeno Flavored Oil/Label	VA780697	April 8, 1996
	Consorzio Oregano Oil/Label	VA775828	April 8, 1996