

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
Annie's Enterprises, Inc.		06/07/2006	CORPORATION: VERMONT

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: 15

Property Type	Number	Word Mark
Registration Number:	2238045	ANNIE'S
Registration Number:	2296416	ANNIE'S NATURALS
Serial Number:	78674418	ANNIE'S NATURALS
Serial Number:	78400290	ANNIE'S NATURALS
Registration Number:	2886438	ANNIE'S NATURALS GODDESS DRESSING
Serial Number:	78481026	ANNIE'S NATURALS LEMON & CHIVE DRESSING
Serial Number:	78426583	ANNIE'S NATURALS ORGANIC GREEN GODDESS DRESSING
Registration Number:	2889065	ANNIE'S NATURALS RASPBERRY VINAIGRETTE LOW FAT LOW SODIUM
Registration Number:	2886439	ANNIE'S NATURALS SHIITAKE & SESAME VINAIGRETTE
Registration Number:	3007860	FOOD FOR THE NEXT GENERATION
Registration Number:	2404159	PASTA MAGIC
Registration Number:	2893764	PIZZA PIE
Registration Number:	2813952	SALADS FOR SCHOOLS

CH \$390.00 2238045

Registration Number:	2658786	SALADS NEVER TASTED SO GOOD
Registration Number:	2882569	TUTTI FRUITTI

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

ATTORNEY DOCKET NUMBER:	B0660-0061
NAME OF SUBMITTER:	Jody Hawke
Signature:	/Jody Hawke/
Date:	06/20/2006

Total Attachments: 3
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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

ANNIE'S ENTERPRISES, INC., a Vermont corporation, (the "Additional Borrower"), with an office at 564 Gateway Drive, Napa, California 94558, hereby acknowledges, as of June 7, 2006, the following:

Additional Borrower, together with its common parent ("Parent") and the subsidiaries signature thereto, (the "Original Borrowers;" collectively Additional Borrower, Parent and the Original Borrowers are the "Grantors") 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 Joinder Agreement and Amendment No. 1 to Credit and Security Agreement, dated June 7, 2006 (the "Joinder Agreement"); and


Under the terms of the Joinder Agreement, and of that certain Credit Agreement and the related Security Agreement, each dated as of October 27, 2005, entered into by Parent, the Original Borrowers, and Lender (collectively, the "Credit Documents"), the Additional Borrower has granted to Lender, for the ratable benefit of Lender, a security interest in 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 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 Joinder Agreement and the Credit Documents.

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IN WITNESS WHEREOF, the undersigned ^{has} ~~have~~ duly executed this document as of the date written first above.

ANNIE'S ENTERPRISES, INC.,
a Vermont corporation

By: 
Name: ~~John Pugh - Eng~~
Title: ~~CEO~~

Schedule A

Trademarks

Registered Trademarks

<u>Trademark</u>	<u>Date of Registration/ Filing</u>	<u>Pending / Registered</u>	<u>Serial / Registration</u>
Annie's	04/13/1999	Registered	2238045
Annie's Naturals	11/30/1999	Registered (for barbecue sauces, mustard, salad dressings)	2296416
Annie's Naturals	07/20/2005	Pending (for chips and salsa)	
Annie's Naturals (Image)	09/21/2004	Pending	78400290
Annie's Naturals Goddess Dressing (Image)	09/21/2004	Registered	2886438
Annie's Naturals Lemon & Chive Dressing (Image)	09/09/2004	Pending	78481026
Annie's Naturals Organic Green Goddess Dressing (Image)	05/27/2004	Pending	78426583
Annie's Naturals Raspberry Vinaigrette Low Fat Low Sodium (Image)	09/28/2004	Registered	2889065
Annie's Naturals Shitake & Sesame Vinaigrette (Image)	09/21/2004	Registered	2886439
Food For The Next Generation	10/18/2005	Registered	3007860
Pasta Magic	11/14/2000	Registered	2404159
Pizza Pie	10/12/2004	Registered	2893764
Salads for Schools	02/10/2004	Registered	2813952
Salads Never Tasted So Good	12/10/2002	Registered	2658786
Tutti Fruitti	09/07/2004	Registered	2882569