

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

Grant of Security Interest

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------|----------|----------------|------------------------|
| Sturm Foods, Inc. | | 06/06/2006 | CORPORATION: WISCONSIN |

RECEIVING PARTY DATA

| | |
|-----------------|--------------------------------------|
| Name: | Deutsche Bank Trust Company Americas |
| Street Address: | 60 Wall Street |
| City: | New York |
| State/Country: | NEW YORK |
| Postal Code: | 10005 |
| Entity Type: | Collateral Agent: |

PROPERTY NUMBERS Total: 8

| Property Type | Number | Word Mark |
|----------------|----------|---------------------------|
| Serial Number: | 78870212 | COZY COUNTRY |
| Serial Number: | 78825281 | MORNING RIZER |
| Serial Number: | 78662851 | MORNING SPARK |
| Serial Number: | 78889012 | MORNING SPARK |
| Serial Number: | 78666594 | POWER EDGE |
| Serial Number: | 78666616 | POWER LAUNCH |
| Serial Number: | 78700720 | REPLENISH DRINK MIX |
| Serial Number: | 78876379 | STURM'S WEIGHT MANAGEMENT |

CORRESPONDENCE DATA

Fax Number: (212)354-8113

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

Phone: 212-819-8923

Email: trademarkdocket@whitecase.com

Correspondent Name: Matthew Bart c/o White & Case LLP

Address Line 1: 1155 Avenue of the Americas

900052024

TRADEMARK
REEL: 003339 FRAME: 0892

CH \$215.00 78870212

Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:

1111779-1495

NAME OF SUBMITTER:

Matthew Bart

Signature:

/Matthew Bart/

Date:

06/27/2006

Total Attachments: 7

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**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Sturm Foods, Inc., a Wisconsin corporation (the "Grantor") with principal offices at 215 Center Street, Manawa, WI 54949-0287, hereby grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 60 Wall Street, New York, New York 10005 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Amended and Restated Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of May 26, 2005 and amended and restated as of June 6, 2006 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

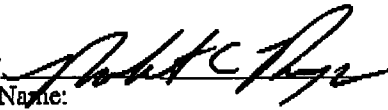
This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with

respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 6th day of
June, 2006.

STURM FOODS, INC., Grantor

By 
Name:
Title:

DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Collateral Agent and
Grantee

By _____
Name:
Title:

By _____
Name:
Title:

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 6th day of June, 2006.

STURM FOODS, INC., Grantor

By _____
Name:
Title:

DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Collateral Agent and
Grantee

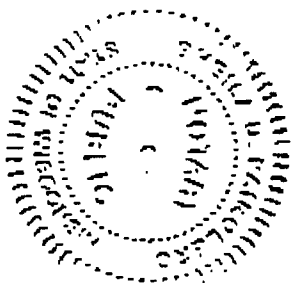
By Scotty Lindsey
Name: Scotty Lindsey
Title: Director

By Diane F. Rolfe
Name: Diane F. Rolfe
Title: Director

STATE OF Wisconsin
COUNTY OF Waupaca ss.:

On this 6th day of June, 2006, before me personally came Robert C. Ruggie who,
being by me duly sworn, did state as follows: that [s]he is CEO of Sturm Foods,
Inc., that [s]he is authorized to execute the foregoing Grant on behalf of said Corp. and
that [s]he did so by authority of the Board of Directors of said corporation.


Notary Public



STATE OF New York)
COUNTY OF New York) ss:

On this 6 day of June, 2006, before me personally came Scottye Lindsey and Diane Rolfe who, being by me duly sworn, did state as follows: that They are Director and Director of Deutsche Bank Trust Company Americas, that they are authorized to execute the foregoing Grant on behalf of said corporation and that they did so by authority of the Board of Directors of said corporation.

Maureen E Thomas
Notary Public
MAUREEN E. THOMAS
Notary Public - State of New York
No. 01TH6098264
Qualified in Bronx County
Certified in New York County
My Commission Expires 9/08/2012

SCHEDULE A

| <u>MARK</u> | <u>SER. NO./REG. NO.</u> | <u>APP. DATE/REG. DATE</u> |
|------------------------------|---------------------------------|-----------------------------------|
| COZY COUNTRY | 78/870,212 | 04/26/06 |
| MORNING RIZER | 78/825,281 | 02/28/06 |
| MORNING SPARK | 78/662,851 | 07/01/05 |
| MORNING SPARK | 78/889,012 | 05/22/06 |
| POWER EDGE | 78/666,594 | 07/08/05 |
| POWER LAUNCH | 78/666,616 | 07/08/05 |
| REPLENISH DRINK MIX & Design | 78/700,720 | 08/25/05 |
| STURM WEIGHT MANAGEMENT | 78/876,379 | 05/04/06 |