

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Matthew Headley Holdings LLC		10/27/2003	LIMITED LIABILITY COMPANY: MISSOURI

RECEIVING PARTY DATA

Name:	Heartland Snacks LLC
Street Address:	4050 Pennsylvania
Internal Address:	Suite 400
City:	KANSAS CITY
State/Country:	MISSOURI
Postal Code:	64111
Entity Type:	LIMITED LIABILITY COMPANY: MISSOURI

PROPERTY NUMBERS Total: 21

Property Type	Number	Word Mark
Serial Number:	75091685	DON'T FORGET THE GUY'S
Serial Number:	75091684	WHEN YOU GET THE ITCH FOR CHIPS, DON'T FORGET THE GUY'S
Serial Number:	75079310	GUY'S
Serial Number:	74724243	CHEESE O'S
Serial Number:	74228314	KRUN-CHEE
Serial Number:	74111403	SNACK TIME!
Serial Number:	73698354	GUY'S
Serial Number:	73697023	GUY'S
Serial Number:	73586933	SNACK TIME
Serial Number:	73570074	POP CORN
Serial Number:	73529018	KRUN-CHEE
Serial Number:	73527656	CORNIES

OP \$540.00 75091685

Serial Number:	73468129	RANCH FRIES
Serial Number:	73210357	GOOD FOODS FOR GOOD TIMES
Serial Number:	72233703	SNACKTIME
Serial Number:	72176249	KRUN.CHEE
Serial Number:	72128737	KAS
Serial Number:	72013989	KAS ALWAYS FRESH WHOLESOME & DELICIOUS
Serial Number:	71568423	GUY'S
Serial Number:	74610083	SPIRALS
Serial Number:	72092195	KRUN-CHEE

CORRESPONDENCE DATA

Fax Number: (816)531-7545

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

Phone: 8164602400

Email: trademarks@sonnenschein.com

Correspondent Name: Rebecca Stroder

Address Line 1: P.O. Box 061080

Address Line 2: Wacker Drive Station, Sears Tower

Address Line 4: Chicago, ILLINOIS 60606-1080

ATTORNEY DOCKET NUMBER:	HEARTLAND SNACKS GENERAL
NAME OF SUBMITTER:	Rebecca Stroder
Signature:	/Rebecca Stroder/
Date:	07/06/2006

Total Attachments: 2

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source=October 2003 Assignment from MHH to Heartland#page2.tif

TRADEMARK AND COPYRIGHT ASSIGNMENT

This TRADEMARK ASSIGNMENT ("Assignment") is made this 27 day of October, 2003 (the "Effective Date"), by and between **Matthew Headley Holdings, LLC**, a Missouri limited liability company ("Assignor") and **Heartland Snacks LLC**, a Missouri limited liability company ("Assignee").

WHEREAS, Assignor is the owner of all right, title and interest in and to the marks listed in **Exhibit A** attached hereto (the "Marks") together with the good will of the Assignor with respect to its business of selling and offering for sale the various goods and services identified by said Marks.

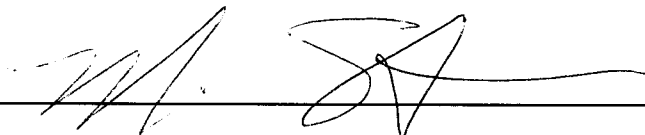
WHEREAS, Assignor now desires to assign to Assignee all Assignor's right, title, and interest in and to the Marks, together with all Assignor's good will associated therewith and symbolized thereby.

NOW, THEREFORE, for ten dollars and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor makes the following assignment to Assignee:

1. **Assignment of Marks.** Assignor does hereby sell, assign, transfer, and convey to Assignee its entire right, title, and interest in and to the Marks together with all of Assignor's good will associated therewith and symbolized thereby and together with all rights to sue infringers for past infringement of the Marks and to receive the damages awarded for such past infringements.
2. **Recordation.** Assignee shall be solely responsible for recording the Assignment contained herein with all applicable authorities, including the USPTO and United States Copyright Office, and Assignee alone shall bear all costs of such recordation.

IN WITNESS WHEREOF, Assignor has executed this Assignment as of the day and year first above written.

Matthew Headley Holdings, LLC

By:  _____

Name: MARK STISSET _____

Title: Managing Director _____

**EXHIBIT A
ASSIGNED MARKS**

75-091685	DON'T FORGET THE GUY'S	Int'l 29 30
75-091684	WHEN YOU GET THE ITCH FOR CHIPS, DON'T FORGET THE GUY'S	Int'l 29 30
75-079310	GUY'S	Int'l 29 30
74-724243	CHEESE O'S	Int'l 30
74-228314	KRUN-CHEE (and Design)	Int'l 29 30
74-111403	SNACK TIME! (and Design)	Int'l 29 30
73-698354	GUY'S (and Design)	Int'l 29
73-697023	GUY'S	Int'l 29
73-586933	SNACK TIME (and Design)	Int'l 29 30
73-570074	POP CORN (and Design)	Int'l 30
73-529018	KRUN-CHEE (and Design)	Int'l 30
73-527656	CORNIES	Int'l 30
73-468129	RANCH FRIES	Int'l 29
73-210357	GOOD FOODS FOR GOOD TIMES (Stylized)	Int'l 29
72-233703	SNACKTIME (Stylized)	US 46
72-176249	KRUN.CHEE (and Design)	US 46
72-128737	KAS	US 46
72-013989	KAS ALWAYS FRESH WHOLESOME & DELICIOUS (and Design)	US 46
71-568423	GUY'S (Stylized)	US 46

Marks not registered, but for which common law rights
and good will are transferred

74-610083	SPIRALS	Int'l 30
72-092195	KRUN-CHEE	Int'l 30
71-407436	KITTY CLOVER (and design)	Int'l 29