TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Mother's Cake and Cookie Co.		12/04/2008	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Kellogg North America Company
Street Address:	One Kellogg Square
City:	Battle Creek
State/Country:	MICHIGAN
Postal Code:	49017
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 28

Property Type	Number	Word Mark
Registration Number:	2235416	ANIMAL PARADE
Registration Number:	1121117	BAKERY WAGON
Registration Number:	1726011	BAKERY WAGON
Registration Number:	3396964	BAKERY WAGON
Registration Number:	2195959	CHOCOLATE CHIP ANGEL
Registration Number:	2187920	CHOCOLATE CHIP PARADE
Registration Number:	1718443	CIRCUS ANIMAL
Registration Number:	2601389	CIRCUS ANIMALS
Registration Number:	2646513	CIRCUS CRITTERS
Registration Number:	1173483	CLASSIC
Registration Number:	2187919	COCADAS
Registration Number:	2223302	COOKIE PARADE
Registration Number:	1581783	DINOSAUR GRRRAHAMS
Registration Number:	1727924	ENGLISH TEA

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Registration Number:	1088261	FLAKY FLIX
Registration Number:	0982380	FUDGE 'N CHIPS
Registration Number:	0793026	GAUCHOS
Registration Number:	3287270	MOTHER'S
Registration Number:	0862100	MOTHER'S
Registration Number:	0862099	MOTHER'S
Serial Number:	76387432	MOTHER'S COOKIES CALIFORNIA ORIGINAL SINCE 1914
Registration Number:	3287272	MOTHER'S COOKIES SINCE 1914
Registration Number:	0252933	OLD MISSION
Registration Number:	1840735	SINCE 1914
Registration Number:	2187918	TAFFY
Registration Number:	0847422	THE COOKIES IN THE PASSIONATE PURPLE PACKAGE
Registration Number:	2293597	THE ORIGINAL CIRCUS ANIMAL COOKIES
Registration Number:	2601388	THE ORIGINAL CIRCUS ANIMALS

CORRESPONDENCE DATA

Fax Number: (312)660-0471

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

Phone: 312-861-6371

Email: rprescan@kirkland.com

Correspondent Name: Renee Prescan

Address Line 1: 200 E. Randolph Drive

Address Line 2: Kirkland & Ellis LLP

Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	37910-33 RMP
NAME OF SUBMITTER:	Renee M. Prescan
Signature:	/Renee M. Prescan/
Date:	12/10/2008

Total Attachments: 12

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is made and entered into as of December 4, 2008 (the "Effective Date") by and between Mother's Cake & Cookie Co., a California corporation, with its principal office at 67 West Michigan Avenue, Suite 200, Battle Creek, MI 49017 ("Assignor"), and Kellogg North America Company, a Delaware corporation with its principal office at One Kellogg Square, Battle Creek, MI 49017 ("Assignee").

WHEREAS, Assignor and Assignee are parties to that certain Asset Purchase Agreement dated as of December 2, 2008 (the "Agreement");

WHEREAS, pursuant to the Agreement, Assignor wishes to assign to Assignee, and Assignee wishes to acquire from Assignor, the United States federal trademark registrations set forth on Schedule A attached hereto, the United States applications for federal trademark registrations set forth on Schedule B attached hereto, and the United States state trademark registration set forth on Schedule C, and, in each case, together with the goodwill of the business associated therewith, (collectively, the "Marks"); and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee the entire right, title and interest in and to the Marks for the United States, including, without limitation, any registrations and applications therefor, any renewals and extensions of the registrations, and all other corresponding rights that are or may be secured under the laws of the United States, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made, together with all income, royalties or payments due or payable as of the Effective Date or thereafter, including, without limitation, all claims for damages by reason of past, present or future infringement or other unauthorized use of the Marks, with the right to sue for, and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

Assignor hereby requests the Commissioner of Patents and Trademarks to record Assignee as the assignee and owner of the Marks.

* * * * *

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.

MOTHER'S CAKE & COOKIE CO.	**KELLOGG NORTH AMERICA COMPANY**
Jeffrey M Granger	
Name: Jeffrey M Granger	**Name:**
Title: CRO	**Title:**

STATE OF)
) SS.
COUNTY OF)

On this 3rd day of December, 2008 there appeared before me Jeffrey Granger, personally known to me, who acknowledged that he signed the foregoing Assignment as his voluntary act and deed on behalf and with full authority of Mother's Cake & Cookie Co.

STACEY TATE
MY COMMISSION EXPIRES MARCH 28, 2010
NOTARY PUBLIC
STATE OF DELAWARE

Stacey Tate
Notary Public

STATE OF)
) SS.
COUNTY OF)

On this ___ day of _____, there appeared before me _____, personally known to me, who acknowledged that he signed the foregoing Assignment as his voluntary act and deed on behalf and with full authority of _____.

_____
Notary Public

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.

MOTHER'S CAKE & COOKIE CO.	**KELLOGG NORTH AMERICA COMPANY**
_____	_____
Name: _____	**Name: Gary H. Pilnick**
Title: _____	**Title: Vice President**

STATE OF)
) SS.
COUNTY OF)

On this 4th day of Dec, there appeared before me Gary H. Pilnick, personally known to me, who acknowledged that he signed the foregoing Assignment as his voluntary act and deed on behalf and with full authority of Kellogg North America Company.

Anita L. Powers
Notary Public

ANITA L. POWERS
Notary Public - State of Michigan
County of Calhoun
My Commission Expires October 31, 2012

STATE OF)
) SS.
COUNTY OF)

On this ___ day of _____, there appeared before me _____, personally known to me, who acknowledged that he signed the foregoing Assignment as his voluntary act and deed on behalf and with full authority of _____.

_____
Notary Public

SCHEDULE A

U.S. FEDERAL TRADEMARK REGISTRATIONS

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Status
ANIMAL PARADE (word mark)	U.S.A.	75/407682 12/18/1997	2235416 3/23/1999	
BAKERY WAGON (word mark)	U.S.A.	73/160069 2/27/1978	1121117 6/26/1979	
BAKERY WAGON and Stalk Design BAKERY WAGON	U.S.A.	74/118541 11/23/1990	1726011 10/20/1992	
BAKERY WAGON with horse carriage design	U.S.A.	77/005477 9/22/2006	3396964 3/18/2008	
CHOCOLATE CHIP ANGEL (work mark)	U.S.A.	75/385337 11/5/1997	2195959 10/13/1998	
CHOCOLATE CHIP PARADE (word mark)	U.S.A.	75/385376 11/5/1997	2187920 9/8/1998	
CIRCUS ANIMAL (word mark)	U.S.A.	74/078932 7/16/1990	1718443 9/22/1992	
CIRCUS ANIMALS (word mark)	U.S.A.	75/459849 3/31/1998	2601389 7/30/2002	
CIRCUS CRITTERS (word mark)	U.S.A.	76/006558 3/22/2000	2646513 11/5/2002	
CLASSIC (word mark)	U.S.A.	73/160068 2/27/1978	1173483 10/13/1981	
COCADAS (word mark)	U.S.A.	75/385339 11/5/1997	2187919 9/8/1998	
COOKIE PARADE (word mark)	U.S.A.	75/380515 10/28/1997	2223302 2/9/1999	
DINOSAUR GRRRAHAMS (word mark)	U.S.A.	73/745194 8/10/1988	1581783 2/6/1990	
ENGLISH TEA (word mark)	U.S.A.	74/224782 11/25/1991	1727924 10/27/1992	
FLAKY FLIX (word mark)	U.S.A.	73/098057 8/27/1976	1088261 3/28/1978	
FUDGE 'N CHIPS (word mark)	U.S.A.	72/448408 2/5/1973	0982380 4/16/1974	

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Status
GAUCHOS (word mark)	U.S.A.	72/203330 10/5/1964	0793026 7/20/1965	
MOTHER'S (word mark)	U.S.A.	75/070062 3/11/1996	3287270 9/4/2007	
MOTHER'S and design (word "Mother's on long conopy with face and wreath")	U.S.A.	72/300880 6/20/1968	862100 12/17/1968	
MOTHER'S and design (word "Mother's on short conopy")	U.S.A.	72/300879 6/20/1968	862099 12/17/1968	
MOTHER'S COOKIES CALIFORNIA ORIGINAL SINCE 1914 AND DESIGN	U.S.A.	76/387432 3/26/2002		
MOTHER'S COOKIES SINCE 1914 AND DESIGN	U.S.A.	75/572874 10/19/1998	3287272 9/4/2007	
OLD MISSION AND DESIGN	U.S.A.	71/264185 4/2/1928	252933 2/19/1929	

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Status
SINCE 1914 and design (Canopy design)	U.S.A.	74/418876 7/26/1993	1840735 6/21/1994	
TAFFY (word mark)	U.S.A.	75/385336 11/5/1997	2187918 9/8/1998	
THE COOKIES IN THE PASSIONATE PURPLE PACKAGE (word mark)	U.S.A.	72/257720 11/1/1966	847422 4/9/1968	
THE ORIGINAL CIRCUS ANIMAL COOKIES (word mark)	U.S.A.	75/459942 3/31/1998	2293597 11/16/1999	
THE ORIGINAL CIRCUS ANIMALS (word mark)	U.S.A.	75/459646 3/31/1998	2601388 7/30/2002	
DIPPITY DELICIOUS (word mark)	U.S.A.	75/380347 10/28/1997	2267716 8/3/1999	Cancelled § 8 - 5/6/2006
DOUBLE CHIPS! (word mark)	U.S.A.	75/130748 7/8/1996	2129509 1/13/1998	Cancelled § 8 - 10/16/2004
EUPHRATES (word mark)	U.S.A.	72/019377 11/16/1956	0653158 10/15/1957	Expired 7/18/2008
JAM-BAR-EE (word mark)	U.S.A.	72/193196 5/11/1964	0789770 5/18/1965	Expired 2/25/2006
LEMON HEAVEN (word mark)	U.S.A.	75/380327 10/28/1997	2298738 12/7/1999	Cancelled § 8 - 9/9/2006
MOTHER WHEATLEY'S (word mark)	U.S.A.	73/272013 7/28/1980	1195834 5/18/1982	Cancelled § 8 - 2/22/2003
MOTHER'S and Design (new logo)	U.S.A.	74/283196 6/9/1992	1882383 3/7/1995	Cancelled § 8 - 3/17/2002
MOTHER'S and Design	U.S.A.	71/696716 10/19/1955	0635300 10/2/1956	Expired 7/8/1997
MOTHER'S BAKERY WAGON COOKIES & Design	U.S.A.	73/177922 7/12/1978	1212613 10/12/1982	Cancelled § 8 - 7/19/2003

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Status
MOTHER'S in design MOTHER'S	U.S.A.	71/555287 4/22/1948	0577159 7/14/1953	Expired 4/17/2004
MOTHER'S PARADE and Design Mother's PARADE	U.S.A.	72/268320 4/4/1967	0852851 7/16/1968	Expired 11/3/1992
MOTHER'S WHIMSIES MOTHER'S Whimsies	U.S.A.	72/272621 5/29/1967	0869777 5/20/1969	Expired 11/3/1992
MRS. WHEATLEY'S (word mark)	U.S.A.	73/345898 1/18/1982	1283873 6/26/1984	Cancelled § 8 - 4/2/2005
NORTH POLES (word mark)	U.S.A.	74/715680 8/15/1995	1998196 9/3/1996	Cancelled § 8 - 6/7/2003
POTATO SNAPS (word mark)	U.S.A.	74/736172 9/29/1995	2073173 6/24/1997	Cancelled § 8 - 3/27/2004
RANGER (word mark)	U.S.A.	72/237242 1/25/1966	0825874 3/14/1967	Expired 12/22/2007
RENDEZVOUS (word mark)	U.S.A.	72/243568 4/15/1966	0832623 7/25/1967	Expired 5/2/2008
SORRENTO (word mark)	U.S.A.	72/237243 1/25/1966	0825875 3/14/1967	Expired 12/22/2007
SOUTH POLES (word mark)	U.S.A.	74/716537 8/16/1995	2008002 10/15/1996	Cancelled § 8 - 7/19/2003
THE BEST LITTLE COOKIE COMPANY (word mark)	U.S.A.	75/447239 3/9/1998	2441274 4/3/2001	Cancelled § 8 - 1/5/2008
THEY'RE FLAV-O-RIFIC (word mark)	U.S.A.	75/380454 10/28/1997	2290497 11/2/1999	Cancelled § 8 - 8/5/2006
TWO PLUS TWO (word mark)	U.S.A.	72/260758 12/14/1966	0839245 11/21/1967	Expired 8/22/2008
WALLOPS! (word mark)	U.S.A.	75/503502 6/16/1998	2404622 11/14/2000	Cancelled § 8 - 8/18/2007
WHITE ANGEL (word mark)	U.S.A.	72/237241 1/25/1966	0825873 3/14/1967	Expired 12/22/2007

SCHEDULE B

U.S. FEDERAL TRADEMARK APPLICATIONS

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Status
MOTHER'S COOKIES CALIFORNIA ORIGINAL SINCE 1914 AND DESIGN	U.S.A.	76/387432 3/26/2002		
CIRCUS	U.S.A.	76/411707 5/24/2002		Abandoned ITU - no Statement of Use filed - 5/26/2005
CIRCUS CLOWN AROUNDS	U.S.A.	76/411708 5/24/2002		Abandoned ITU - no Statement of Use filed - 10/2/2003
MOTHER'S	U.S.A.	76/392879 4/9/2002		Abandoned ITU - failure to respond - 12/7/2005
MOTHER'S ICED LEMONADE (word mark)	U.S.A.	78/221158 3/4/2003		Abandoned ITU - failure to respond - 3/23/2004
MOTHER'S PASSIONATE PURPLE PACKAGE	U.S.A.	77/005573 9/22/2006		Abandoned - failure to respond - 8/15/2007
CIRCUS SHOW	U.S.A.	75/633454 2/3/1999		Abandoned ITU - no Statement of Use filed - 6/15/2000
CIRCUS LETTERS	U.S.A.	75/576254 10/27/1998		Abandoned ITU - failure to respond - 9/28/1999
CIRCUS PEOPLE	U.S.A.	75/577516 10/27/1998		Abandoned ITU - no Statement of Use filed - 4/13/2000
CIRCUS ATTRACTIONS	U.S.A.	75/576256 10/27/1998		Abandoned ITU - no Statement of Use filed - 3/29/2000
THE GREATEST LITTLE COOKIE COMPANY	U.S.A.	75/442091 2/27/1998		Abandoned ITU - express - 10/26/1998
CHOC-O-LOT	U.S.A.	75/380455 10/28/1997		Abandoned ITU - after ex parte appeal - 8/22/1999

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Status
FUN-O-RAMA!	U.S.A.	75/380511 10/28/1997		Abandoned ITU - no Statement of Use filed - 3/9/1999
COCONUTTY!	U.S.A.	75380510 10/28/1997		Abandoned ITU - after ex parte appeal - 6/19/2001
CHOCOLATE CORNERS	U.S.A.	75/271346 4/8/1997		Abandoned ITU - failure to respond - 5/22/1998
CORNERS	U.S.A.	75/251525 3/4/1997		Abandoned ITU - failure to respond - 5/22/1998
DECKERS	U.S.A.	75/251584 3/4/1997		Abandoned ITU - failure to respond - 5/26/1998
TRIPLE CHIPS	U.S.A.	75/172990 9/27/1996		Abandoned ITU - failure to respond - 5/31/2000
TRIPLETS (word mark)	U.S.A.	75/385377 11/5/1997		Abandoned - failure to respond - 8/23/1999
RAINBOW WAFERS (word mark)	U.S.A.	74/236937 1/13/1992		Abandoned - after inter-partes decision - 7/26/1996

SCHEDULE C

U.S. STATE TRADEMARK REGISTRATIONS

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Status
MOTHER'S	State of Arkansas		2213 12/22/1952	
MOTHER'S	State of California		40516 10/1/1959	
MOTHER'S	State of Colorado		9934 11/13/1962	
OLD MISSION	State of Delaware		11927	
OLD MISSION	State of Hawaii		10475	
MOTHER'S	State of Idaho		M3472 3/2/1960	
OLD MISSION	State of Kansas		3164	
MOTHER'S	State of Louisiana		12/4/1952	
MOTHER'S	State of Minnesota		1131 2/13/1960	
MOTHER'S	State of Montana		T005086 4/28/1949	
MOTHER'S	State of Nebraska	12/24/1952	6849911	
MOTHER'S	State of Nevada		TM00050202 7/1/1980	
OKAY	State of Nevada		5/9/1949	
MOTHER'S	State of New Mexico		4280 10/15/1992	
MOTHER'S	State of North Dakota		5423500 12/26/1952	
MOTHER'S	State of Oregon		T5400 2/3/1944	
MOTHER'S FAVORITE	State of Oregon		5401	
OLD MISSION	State of Tennessee		2194	
FAMILY	State of Texas		17012	

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Status
MOTHER'S	State of Texas		25619 2/14/1966	
MOTHER'S	State of Wyoming		1980-000000478 1/17/1966	
MOTHER'S	State of Alaska		320 11/24/1961	Expired
MOTHER'S	State of Arizona		5641 1/1/1982	Expired
CAL-BAY	State of California		8073	Expired
FAMILY CHOICE	State of California		48435	Expired
FLAKY FLIX	State of California		51945 1/31/1974	Expired
FOURSOME	State of California		46401 4/15/1968	Expired 4/15/1998
OKAY	State of California		6150 11/8/1979	Expired
PARTY TIME	State of California		46403 4/15/1968	Expired 4/18/1998
TRIPLETS	State of California		46404 4/15/1968	Expired 4/15/2008
VENUS	State of California		06147	Expired
MOTHER'S	State of Hawaii		67913 6/24/1983	Expired
MOTHER'S	State of Kansas		3078 12/29/1952	Expired 1/3/2008
OLD MISSION	State of Nevada	4/13/1953	TM00090383	Expired 7/1/1990
TREASURE ISLAND	State of Nevada	4/17/1959	TM00100299	Expired 7/2/1990
MOTHER'S	State of New Jersey		14742 6/17/1977	Expired
MOTHER'S	State of New Jersey		8985 5/17/1977	Expired
MOTHER'S	State of Oklahoma	12/29/1952	12007711	Expired 1/6/2008
MOTHER'S	State of South Dakota		1/2/1983	Expired
MOTHER'S	State of Utah		33144 6/26/1992	Expired

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Status
MOTHER'S	State of Washington		909 11/1/1975	Expired
OLD MISSION	State of West Virginia		21320 4/13/1953	Expired