

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
GFA Brands, Inc.		03/01/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Silver Palate Kitchens, Inc.
Street Address:	300 Knickerbocker Road
Internal Address:	P.O. Box 512
City:	Cresskill
State/Country:	NEW JERSEY
Postal Code:	07626
Entity Type:	CORPORATION: NEW JERSEY

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	1496034	H-O
Registration Number:	1296665	H-O
Registration Number:	0808170	SPIN BLEND
Registration Number:	0436002	H-O
Registration Number:	0059917	H-O
Registration Number:	0023770	H-O
Registration Number:	2290357	POWER OATS
Registration Number:	0217379	CREAM

CORRESPONDENCE DATA

Fax Number: (312)263-3990
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 3122634700
 Email: jlatmdocket@mccrackenfrank.com
 Correspondent Name: McCracken & Frank LLP

OP \$215.00 1496034

900160981

**TRADEMARK
 REEL: 004196 FRAME: 0635**

Address Line 1: 311 S. Wacker Dr.
Address Line 2: Suite 2500
Address Line 4: Chicago, ILLINOIS 60606

ATTORNEY DOCKET NUMBER:	80190/G1000
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NAME OF SUBMITTER:	John L. Ambrogi
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Signature:	/jla/
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Date:	04/29/2010
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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is made and entered into this 1st day of March, 2010, by **GFA BRANDS, INC.**, a Delaware corporation ("Assignor"), in favor of **SILVER PALATE KITCHENS, INC.**, a New Jersey Corporation ("Assignee").

RECITALS:

WHEREAS, Assignor owns the trademark registrations set forth in Schedule A hereto (collectively, the "Trademarks").

WHEREAS, Assignor and Assignee have entered into an Asset Purchase Agreement of even date whereby, among other things, Assignor has agreed to sell and assign to Assignee the entire right, title and interest of Assignor in and to the Trademarks and registrations therefor, including the goodwill of the business symbolized thereby.

NOW, THEREFORE, for the good and valuable consideration stated in the Asset Purchase Agreement given by Assignee to Assignor, the receipt and sufficiency of which is hereby acknowledged by Assignor, and in consideration of the mutual promises and covenants contained herein, Assignor, does hereby grant, sell, convey, transfer, assign, set over, release and confirm unto Assignee, its successors and assigns, all of Assignor's right, title and interest in and to the Trademarks and their registrations, the goodwill of the business symbolized thereby, all rights of action arising therefrom, and all claims for damage or other remedies by reason of past infringement thereof; all said right, title and interest to be held and enjoyed by said Assignee, its successors and assigns, as fully and entirely as the same would have been held and enjoyed by Assignor had this assignment not been made.

Executed this 1st day of March, 2010.

ASSIGNOR:

GFA BRANDS, INC.

By: _____

Robert S. Gluck, Chief Operating Officer

STATE OF NEW JERSEY)
Berger)ss.
COUNTY OF BERGEN)

On this 1st day of March, 2010, personally appeared before me Robert S. Gluck, who by me duly sworn did say that he is the Chief Operating Officer of GFA Brands, Inc, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said officer acknowledged said instrument to be the free act and deed of said corporation.

Patricia A. Rooney

Notary Public, State of New Jersey
My commission: _____

PATRICIA ANN ROONEY
Notary Public, State Of New Jersey
My Commission Expires
April 14, 2013

SCHEDULE A

Trademarks

Registered U.S. Trademarks	Registration No.	Date	Goods
H-O	1,496,034	12-Jul-1988	processed grains, namely farina, oats and oatmeal
H-O (and design)	1,296,665	18-Sep-1984	instant hot breakfast cereal
SPIN BLEND	808,170	10-May-1966	salad dressings
H-O	436,002	20-Jan-1948	oatmeal and farina
H-O (stylized)	59,917	22-Jan-1907	cooked rolled oats
H-O	23,770	31-Oct-1893	oatmeal and similar oat foods which are prepared by rolling, crushing, grinding or otherwise comminuting or crushing the oats
POWER OATS	2,290,357	2-Nov-1999	oatmeal, instant oatmeal, quick oatmeal, and processed oats
CREAM	217,379	31-Aug-1926	farina