

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BAKEWISE BRANDS, INC.		11/02/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	ROCKLAND TRUST COMPANY		
Street Address:	288 Union Street		
City:	Rockland		
State/Country:	MASSACHUSETTS		
Postal Code:	02370		
Entity Type:	Trust: MASSACHUSETTS		
PROPERTY NUMBERS Total: 16			
Property Type	Number	Word Mark	
Registration Number:	4214726	BAKEWISE BRANDS	
Registration Number:	4214727	BAKEWISE BRANDS	
Registration Number:	4214720	BAKEWISE	
Registration Number:	4214721	BAKEWISE	
Registration Number:	4214719	BAKEWISE	
Registration Number:	4206877	BAKEWISE BRANDS	
Registration Number:	4214725	SO GOOD, YOU'D PUT YOUR NAME ON IT.	
Registration Number:	4183260	BLUE ROOSTER	
Registration Number:	4183265	BLUE ROOSTER	
Registration Number:	2936230	FLEISCHER'S	
Registration Number:	4121355	TOM CAT	
Registration Number:	4121358	TOM CAT BAKERY	
Registration Number:	4121359	TOM CAT BAKERY	
Registration Number:	2191953	FLEISCHER'S BAGELS	

900237624

TRADEMARK
 REEL: 004917 FRAME: 0611

OP \$415.00 4214726

Serial Number:	85231654	BAKEWISE
Serial Number:	85233638	BAKEWISE BRANDS

CORRESPONDENCE DATA

Fax Number: 8004947512

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 2023704761

Email: tfahey@nationalcorp.com

Correspondent Name: Thomas Fahey

Address Line 1: 1100 G Street NW, Suite 420

Address Line 2: National Corporate Research, Ltd.

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	F142015
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NAME OF SUBMITTER:	Lisa A. Cobbett
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Signature:	/Lisa A. Cobbett/
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Date:	11/02/2012
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Total Attachments: 4
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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, **BAKEWISE BRANDS, INC.**, a Delaware corporation, having a mailing address and principal place of business located at 1688 North Wayneport Road, Macedon, New York 14502 (the "Grantor"), hereby grants to **ROCKLAND TRUST COMPANY**, a Massachusetts trust company (the "Grantee"), having a mailing address of 288 Union Street, Rockland, Massachusetts 02370, 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 (collectively, the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds 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 Secured Obligations of the Grantor, as such term is defined in (i) that certain Security Agreement between the Grantor and Grantee dated as of November 2, 2012 (as amended, modified, restated and/or supplemented from time to time, 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. 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.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 2nd
day of November, 2012.

BAKEWISE BRANDS, INC.,
as Grantor

By: 
Name: *Keith A. Gleier*
Title: *President*

ROCKLAND TRUST COMPANY,
as Grantee

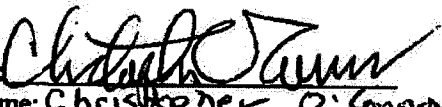
By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 2nd
day of November, 2012.

BAKEWISE BRANDS, INC.,
as Grantor

By: _____
Name:
Title:

ROCKLAND TRUST COMPANY,
as Grantee

By: 
Name: Christopher O'Connor
Title: SVP

SCHEDULE A

<u>Trademarks</u>	<u>Owner</u>	<u>Filing Date</u>	<u>Registration Date</u>	<u>Registration No.</u>
Bakewise Brands & Design	Bakewise Brands, Inc.	2/3/11	9/25/12	4214726 (IC 40)
Bakewise Brands & Design	Bakewise Brands, Inc.	2/3/11	9/25/12	4214727 (IC 42)
Bakewise	Bakewise Brands, Inc.	2/1/11	9/25/12	4214720 (IC 40)
Bakewise	Bakewise Brands, Inc.	2/1/11	9/25/12	4214721 (IC 42)
Bakewise	Bakewise Brands, Inc.	2/1/11	9/25/12	4214719 (IC 039)
Bakewise Brands	Bakewise Brands, Inc.	2/3/11	9/11/12	4206877 (IC 039)
So Good, You'd Put Your Name On It.	Bakewise Brands, Inc.	2/3/11	9/25/12	4214725 (IC 40)
Blue Rooster	Bakewise Brands, Inc.	12/12/11	7/31/12	4183260 (IC 30)
Blue Rooster & Design	Bakewise Brands, Inc.	12/12/11	7/31/12	4183265 (IC 30)
Fleischer's	Fleischer's Bagels, Inc.	2/4/04	3/29/05	2936230 (IC 30)
Tom Cat	Bakewise Brands, Inc.	8/1/11	4/3/12	4121355 (IC 30, 39, 40)
Tom Cat Bakery	Bakewise Brands, Inc.	8/1/11	4/3/12	4121358 (IC 30, 39, 40)
Tom Cat Bakery & Design	Bakewise Brands, Inc.	8/2/11	4/3/12	4121359 (IC 30, 39, 40)
Fleischer's Bagels	Bakewise Brands, Inc.	3/31/97	9/29/98	2191953 (IC 30)
Bakewise	Bakewise Brands, Inc.	2/1/11		PENDING APPLICATION Serial No. 85231654
Bakewise Brands & Design	Bakewise Brands, Inc.	2/3/11		PENDING APPLICATION Serial No. 85233638