

09-17-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102224196

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): BROUGHTON FOODS, LLC 210 North 7th Street Marietta, Ohio 45750 9-12-02 Association Limited Partnership Corporation-State Other a Delaware Limited Liability Company Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: First Union National Bank, as Administrative Agent Internal Address: Street Address: 201 South College Street City: Charlotte State: NC Zip: 28288 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other National Banking Association If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Notice of Grant of Security Interest Execution Date: 12/21/2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) SEE ATTACHED SCHEDULE Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Steven D. Thomas Internal Address: Street Address: Moore & Van Allen, PLLC 2200 West Main Street, Suite 800 City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved: 13 7. Total fee (37 CFR 3.41): \$ 340.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: 50-2316

DO NOT USE THIS SPACE

9. Signature. Steven D. Thomas Name of Person Signing Signature Date September 12, 2002

Total number of pages including cover sheet, attachments, and document: 6

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Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:481 40.00 OP 02 FC:482 300.00 OP

TRADEMARK REEL: 2582 FRAME: 0725

**Exhibit A  
Trademarks**

**Broughton Foods, LLC  
(Delaware Limited Liability Company)**

**Registered Marks**

Mark	Registration No.	Registration Date
GRAPE GORILLA and Design	2,292,591	11/16/99
LEMONASAUR	2,286,688	10/12/99
PUNCHARAMA	2,256,981	6/29/99
X.Y.ZOO'S	2,262,745	7/20/99
ORANGEOPUS	2,276,760	9/7/99
CARIBLUE	2,276,759	9/7/99
LEMONLION	2,282,172	9/28/99
CHOCODILE	2,373,531	8/1/00
KITCHEN GUILD	1,421,302	12/16/86
BROUGHTON B and Design	1,088,833	4/4/78
KEEPWELL	944,169	10/3/72
BROUGHTON B KITCHEN GUILD and Design	808,618	5/17/66
SOKREEM	804,381	2/22/66

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Please be advised that pursuant to the Security Agreement dated as of December 21, 2001 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and First Union National Bank, as Administrative Agent (the "Administrative Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark Registration No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
	See attached EXHIBIT A	

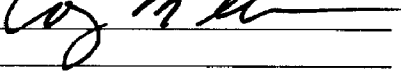
TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
	See attached EXHIBIT A	

The Obligor and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

BROUGHTON FOODS, LLC,  
a Delaware limited liability company  
(successor in interest to Broughton Foods Company)

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,  
as Administrative Agent

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

The Obligor and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

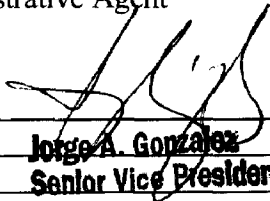
Very truly yours,

BROUGHTON FOODS, LLC,  
a Delaware limited liability company  
(successor in interest to Broughton Foods Company)

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,  
as Administrative Agent

By:  \_\_\_\_\_  
Name: **Jorge A. Gonzalez**  
Title: **Senior Vice President**

**Exhibit A  
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