

06-23-2003



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Form PTO-1594 1-31-92	102479875 TRADEMARKS ONLY	T	U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Flowers Snack of Cleveland, TN., LLC 6-18-03</p> <p><input type="checkbox"/> Individuals <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership</p> <p><input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Other - Tennessee Limited Liability Company</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Deutsche Bank Trust Company Americas (f/k/a Bankers Trust Company)</u></p> <p>Internal Address:</p> <p>Street Address: <u>31 West 52nd Street</u></p> <p>City: <u>New York</u> State: <u>NY</u> Zip Code: <u>10019</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation _____ <input checked="" type="checkbox"/> Other <u>Collateral Agent</u></p>
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<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Interest <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other - To correct erroneous Registration No. 1453391 recorded on Reel/Frame No. 002664/0647.</p> <p>Execution Date: <u>December 30, 2002</u></p>	<p>Trademark Registration No.(s) 1453381</p>
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<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s)</p>	<p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Helen Bruno, Senior Legal Assistant</u> Internal Address: <u>White & Case LLP</u></p> <p>Street Address: <u>1155 Avenue of the Americas</u> City: <u>New York</u> State: <u>New York</u> ZIP: <u>10036</u></p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 3.41): \$ <u>40.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>23-1705 (in case of deficiency)</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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DO NOT USE THIS SPACE

<p>9. Statement and signature. <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i></p> <p><u>Helen Bruno</u> Name of Person Signing</p> <p>06/20/2003 BYRNE 00000046 1453381</p>	<p> Signature</p> <p><u>June 18, 2003</u> Date</p> <p>Total number of pages comprising cover sheet: 14</p>
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Mail documents to be recorded with required cover sheet information to:

**Mail Stop Assignment Recordation Services
 Director of US Patent and Trademark Office
 PO Box 1450
 Alexandria, VA 22313-1450**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-

02/05-2003

Form PTO-1594
1-31-92

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102356995

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks, 102356995, and original documents or copy thereof.

1. Name of conveying party(ies): Flowers Snack of Cleveland, TN., LLC **1-31-03**

Individuals Association
 General Partnership Limited Partnership

Corporation
 Other - Tennessee Limited Liability Company

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: Deutsche Bank Trust Company Americas (f/k/a Bankers Trust Company)

Internal Address:
 Street Address: 31 West 52nd Street
 City: New York State: New York Zip Code: 10019

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation _____
 Other Collateral Agent

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other

Execution Date: December 30, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

Additional numbers attached? Yes No

Trademark Registration No.(s)

1584942 808622
1453391 801456
1406968

OFFICE OF PATENT RECORDS
 2003 JUN 21 AM 10:18
 FINANCE SECTION

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Helen Bruno, Senior Legal Assistant
 Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas
 City: New York State: New York ZIP: 10036

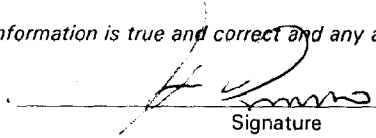
6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41): \$ 140.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-1705
 (Attach duplicate copy of this page if paying by deposit account)

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9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Helen Bruno  January 31, 2003
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 7

OMB No. 0651-0011 (exp. 4/94)

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

02/04/2003 ECR00PER 00000251 231705 1584942

01 FC:0521 40.00 CH
 02 FC:0522 100.00 CH

TRADEMARK
 REEL: 002760 FRAME: 0540

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Flowers Snack of Cleveland, TN., LLC, a Tennessee limited liability company (the "Grantor") with principal offices at 1919 Flowers Circle, Thomasville, GA 31757, hereby assigns and grants to DEUTSCHE BANK TRUST COMPANY AMERICAS (f/k/a BANKERS TRUST COMPANY), as Collateral Agent, with principal offices at 31 West 52nd Street, Mail Stop NYC01-0705, New York, New York 10019 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) 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 Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of March 26, 2001 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall, upon such satisfaction, execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under 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, all terms and provisions of which are incorporated herein by reference. 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 Agreement as of the 30th day of December, 2002.

FLOWERS SNACK OF CLEVELAND, TN., LLC,
Grantor

By Stephen K. Avella
Name: Stephen K. Avella
Title: Vice-Pres.

DEUTSCHE BANK TRUST COMPANY
AMERICAS (f/k/a BANKERS TRUST
COMPANY), as Collateral Agent, Grantee

By _____
Name:
Title:

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of
the 15th day of ~~December~~, 2002.

January, 2003.

FLOWERS SNACK OF CLEVELAND, TN., LLC,
Grantor

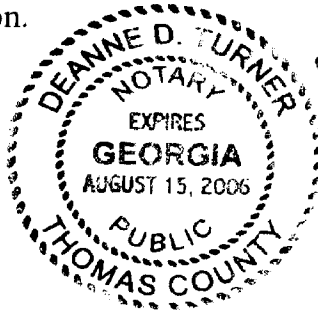
By _____
Name:
Title:

DEUTSCHE BANK TRUST COMPANY
AMERICAS (f/k/a BANKERS TRUST
COMPANY), as Collateral Agent, Grantee

By *Scottye Lindsey*
Name: **Scottye Lindsey**
Title: **Vice President**

STATE OF Georgia)
) ss.: 259860954
COUNTY OF Thomas)

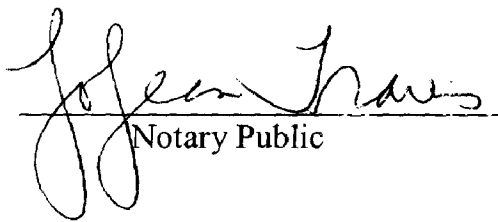
On this 30th day of December, 2002, before me personally came Stephen R Arera who, being by me duly sworn, did state as follows: that he is Vice President of FLOWERS SNACK OF CLEVELAND, TN., LLC, that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.



Deanne D Turner
Notary Public

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 15th day of ~~December~~ JAN, 2003, before me personally came Scottye D. Lindsey who, being by me duly sworn, did state as follows: that he is a Vice President of Deutsche Bank Trust Company Americas (f/k/a Bankers Trust Company) that he is authorized to execute the foregoing Assignment on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.



Notary Public

JOJEAN TRAVIS
Registration No. 01TR5013241
New York County
July 15, 2003

Flowers Snack of Cleveland, TN., LLC

TRADEMARK	Registration Number	Registration Date
BUDDY BARS	1,584,942	2/27/90
Design Only (Chef)	1,453,391	8/18/87
BISHOP'S	1,406,968	8/26/86
UKANEATA	808,622	5/17/66
BISHOP'S	801,456	1/4/66