

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Grant of Security Interest (Second-Lien Security Agreement)		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Sturm Foods, Inc.		01/31/2007	CORPORATION: WISCONSIN

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Deutsche Bank Trust Company Americas
<b>Street Address:</b>	60 Wall Street
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10005
<b>Entity Type:</b>	Collateral Agent:

**PROPERTY NUMBERS Total: 27**

Property Type	Number	Word Mark
Serial Number:	76567635	COOKING WITH JACK STURM
Serial Number:	77057448	
Serial Number:	78870212	COZY COUNTRY
Serial Number:	78620569	FULFILL
Serial Number:	75110649	MARSHMALLOWS GALORE
Serial Number:	78569184	MOO MAGIC
Serial Number:	78825281	MORNING RIZER
Serial Number:	78662851	MORNING SPARK
Serial Number:	78889012	MORNING SPARK
Serial Number:	78439907	ON THE RUN
Serial Number:	78666594	POWER EDGE
Serial Number:	78700720	REPLENISH DRINK MIX
Serial Number:	76562032	RIVER MARKET
Serial Number:	76608274	RIVER MARKET

CH \$690.00 76567635

Serial Number:	78535982	SLOSH
Serial Number:	76253151	STURM FOODS
Serial Number:	76253152	STURM FOODS
Serial Number:	77007753	STURM VILLAGE CAFE
Serial Number:	73336389	STURM'S VILLAGE FARM
Serial Number:	73075063	STURM'S VILLAGE FARM
Serial Number:	76578916	STURM'S VILLAGE FARM
Serial Number:	78449648	STURM'S VILLAGE FARM SINCE 1905
Serial Number:	78908808	STURM'S VITA SPLASH
Serial Number:	78876379	STURM'S WEIGHT MANAGEMENT
Serial Number:	77006899	TAP THE POWER. GET THE EDGE.
Serial Number:	78943966	VILLA RICA
Serial Number:	78949223	VITA SPLASH

**CORRESPONDENCE DATA**

Fax Number: (212)354-8113  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212-819-8923  
Email: trademarkdocket@whitecase.com  
Correspondent Name: Matthew Bart c/o White & Case LLP  
Address Line 1: 1155 Avenue of the Americas  
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	1111779-1495
NAME OF SUBMITTER:	Matthew Bart
Signature:	/Matthew Bart/
Date:	02/13/2007

**Total Attachments: 13**

source=Grant Second Lien#page1.tif  
source=Grant Second Lien#page2.tif  
source=Grant Second Lien#page3.tif  
source=Grant Second Lien#page4.tif  
source=Grant Second Lien#page5.tif  
source=Grant Second Lien#page6.tif  
source=Grant Second Lien#page7.tif  
source=Grant Second Lien#page8.tif  
source=Grant Second Lien#page9.tif  
source=Grant Second Lien#page10.tif  
source=Grant Second Lien#page11.tif  
source=Grant Second Lien#page12.tif



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

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, STURM FOODS, INC., a Wisconsin corporation (the "Grantor") with principal offices at 215 Center Street, Manawa, WI 54949-0287, hereby grants to DEUTSCHE BANK TRUST COMPANY AMERICAS, as Collateral Agent, with principal offices at 60 Wall Street, New York, New York 10005 (the "Grantee"), a continuing second priority 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 (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 Second-Lien Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of January 31, 2007 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

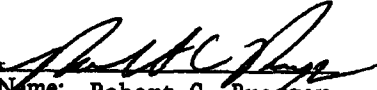
This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated 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.

**[Remainder of this page intentionally left blank; signature page follows]**

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the  
31<sup>st</sup> day of January 2007.

STURM FOODS, INC., as Grantor

By:   
Name: Robert C. Ruegger  
Title: Chief Financial Officer


STATE OF Wisconsin  
COUNTY OF Waupaca ) ss.:

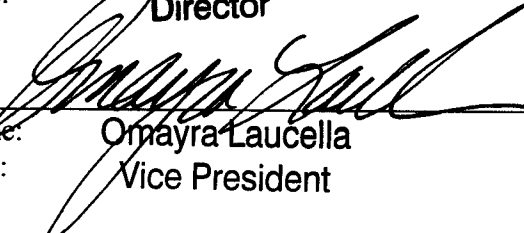
On this 30 day of January, 2007 before me personally came Robert C. Ruegger who, being by me duly sworn, did state as follows: that [s]he is CFO of STURM FOODS, INC., that [s]he is authorized to execute the foregoing Grant on behalf of said Company and that [s]he did so by authority of the [Board of Directors] of said Company.

  
Notary Public



DEUTSCHE BANK TRUST COMPANY  
AMERICAS, as Collateral Agent and Grantee

By   
Name: **Scottye Lindsey**  
Title: **Director**

By   
Name: **Omayra Laucella**  
Title: **Vice President**



STATE OF New York )  
 ) ss:  
COUNTY OF New York )

On this 26 day of January, 2007, before me personally came Scottye Lindsey  
& Omayra Laucella who, being by me duly sworn, did state as follows: that [s]he is  
Director/Vice President of DEUTSCHE BANK TRUST COMPANY AMERICAS, that [s]he is  
authorized to execute the foregoing Grant on behalf of said corporation and that [s]he did so by  
authority of the Board of Directors of said corporation.

Maurice E Thomas  
Notary Public

SCHEDULE A

Trademarks


<p><b>STURM'S VILLAGE FARM</b> China</p>	<p>200333980 1/28/1999</p>	<p>1438792 8/28/2000</p>	<p>Class 029: Instant non-fat dry milk (dairy products), evaporated milk, vegetable-based non-dairy cream substitute, instant flavored potatoes, cream farina</p>	<p>Renewal due: 8/27/2010</p>
<p><b>STURM'S VILLAGE FARM</b> Stylized Letters China</p>	<p>9900009949 1/28/1999</p>	<p>1490203 12/14/00</p>	<p>Class 030: Baking cocoa, chocolate, hot cocoa mix in cans and/or in envelopes, tea, powdered sugar, brown sugar, flavored syrups, pancake syrup, chocolate drink mix, instant/quick grits, cereal products, oat foodstuffs, instant flavored oatmeal, pancake/biscuit mix, flavored coating mix, stuffing mix, flavored pastry</p>	<p>Renewal Due: 12/13/2010</p>
<p><b>STURM'S VILLAGE FARM</b> Stylized Letters China</p>	<p>9900009950 1/28/1999</p>	<p>1639420 09/21/01</p>	<p>Class 032: Powdered fruit-flavored drink mixes to which water is added</p>	<p>Renewal Due: 9/20/2010</p>
<p><b>STURM'S VILLAGE FARM</b> Israel</p>		<p>190044 05/14/06</p>	<p>Class 032: Mineral and aerated waters and other non-alcoholic drinks; fruit drinks and fruit juices; syrups and other preparations for making beverages; powdered fruit flavored drink mixes honey; yeast, baking-powder; salt, mustard; vinegar, sauces (condiments); spices; pancake mix; instant oatmeal; farina; old fashioned oats</p>	


<b>STURM'S VILLAGE FARM</b> <b>Israel</b>		190045 5/14/2006	Class 030: Coffee, tea, cocoa, sugar, rice, tapioca, sago, artificial coffee; flour and preparations made from cereals, bread, pastry and confectionery, ices; honey; yeast, baking-powder; salt, mustard; vinegar, sauces (condiments); spices; pancake mix; instant oatmeal; farina; old fashioned oats Class 032: Powdered lemonade drink mix; powdered punch drink mix; powdered ice tea drink mix	Registered; Certificate awaiting
<b>STURM LOGO</b> <b>Korea</b>	40-2004- 55705 12/9/2004	642030 12/6/2005	Class 029: Instant non-fat dry milk, evaporated milk, and vegetable-based non-dairy cream substitute and instant flavored potatoes Class 030: Baking cocoa, chocolate, hot cocoa mix in cans and/or in envelopes, iced tea mix, powdered sugar and brown sugar, flavored syrups and pancake syrup, chocolate drink mix, instant/quick grits, cream farina, oat bran cereal, instant flavored oatmeal, pancake/biscuit mix, flavored coating mix and stuffing mix, and flavored pastry Class 032: Powdered fruit-flavored drink mixes to which water is added	Renewal Due: 1/20/2009
<b>STURM'S VILLAGE FARM</b> Stylized Letters <b>Latvia</b>	M-99-112 1.20/1999	M45875 4/20/2000		

<b>STURM'S VILLAGE FARM</b> Stylized Letters <b>Puerto Rico</b>	45,348 5/7/1999	45,348 5/7/1999	Class 029: Evaporated milk, vegetable-based non-dairy cream substitute and instant flavored potatoes	Renewal Due: 5/7/2009
<b>STURM'S VILLAGE FARM</b> Stylized Letters <b>Puerto Rico</b>	46,074 6/18/1999	46,074 5/4/2001	Class 030: Baking cocoa, chocolate, hot cocoa mix in cans and/or in envelopes, iced tea mix, powdered sugar and brown sugar, flavored syrups and pancake syrup, chocolate drink mix, instant/quick grits, cream farina, oat bran cereal, instant flavored oatmeal, pancake/biscuit mix, flavored coating mix and stuffing mix, and flavored pastry	Renewal Due: 6/18/2009
<b>STURM'S VILLAGE FARM</b> Stylized Letters <b>Puerto Rico</b>	46,071 6/18/1999	46,071 4/5/2001	Class 032: Powdered fruit-flavored drink mixes to which water is added	Renewal Due: 6/18/2009
<b>STURM'S VILLAGE FARM MI VAQUITA</b> <b>Puerto Rico</b>	65,641 12/23/2003		Class 029: Instant non-fat dry milk	Published for Opposition; waiting for Registration Certificate
<b>STURM'S VILLAGE FARM</b> <b>Russia</b>	99701589 2/9/1999	191986 8/7/2000	Class 029: Instant non-fat dry milk, evaporated milk, non-milk cream vegetable-based cream substitutes; instant flavored potatoes; stuffing mix for food  Class 030: Baking cocoa, chocolate, hot cocoa mix in cans and/or in envelopes, iced tea mix, powdered sugar and brown sugar, flavored syrups and pancake syrup, chocolate drink mix, instant/quick grits, cream farina, oat bran	Renewal Due: 2/9/2009

					cereal, instant flavored oatmeal, pancake/biscuit mix, flavored coating mix and stuffing mix, and flavored pastry	
					Class 032: Powdered fruit-flavored drink mixes to which water is added	
<b>COOKING WITH JACK STURM U.S.</b>	76/567,635 12/29/2003	3,019,079 11/29/2005			Class 030: Food products, namely marinades, sauces and fish breading and coating mixes	Sec. 8 & 15 Affidavit due: 11/29/2011; Sec. 8 & 9 Renewal due: 11/29/2015
<b>COW DESIGN U.S.</b>	77/057,448 12/5/2006				Class 030: Powdered mixes used to flavor milk	Pending
<b>COZY COUNTRY U.S.</b>	78/870,212 4/26/2006				Class 030: Powdered mixes for cocoa and cappuccino	Published for Opposition 11/28/2006
<b>FULFILL U.S.</b>	78/620,569 5/1/2005				Class 032: Powdered mixes for fruit flavored drinks.	Allowed: Statement of Use filed 12/15/2006
<b>MARSHMALLOWS GALORE U.S.</b>	75/110,649 5/28/1996	2,071,622 6/17/1997			Class 030: Cocoa products, namely, cocoa mixes	Sec. 8 & 9 Renewal due: 6/17/2007
<b>MOO MAGIC U.S.</b>	78/569,184 2/17/2005	3,131,145 8/15/2006			Class 030: Powdered drink mixes used to flavor milk	Sec. 8 & 15 Affidavit due 8/15/2012; Sec. 8 & 9 renewal due 8/15/2016
<b>MORNING RIZER U.S.</b>	78/825,281 2/28/2006				Class 030: Instant oatmeal	Allowed 1/09/2007; Statement of Use or 1 <sup>st</sup> Extension due 7/9/2007
<b>MORNING SPARK U.S.</b>	78/662,851 7/1/2005				Class 032: Powdered flavored beverage mix containing caffeine used in the preparation of non-carbonated soft drinks	Statement of Use accepted 12/09/2006

<b>MORNING SPARK</b> U.S.	78/889,012 5/22/2006		Class 030: Instant oatmeal	Allowed Statement of Use or 1 <sup>st</sup> Extension due 7/16/2007
<b>ON THE RUN</b> U.S.	78/439,907 6/23/2004		Class 032: Fruit-flavored drink mixes	Opposition by Exxon/Mobil Oil Corp. pending in the Trademark Trial and Appeal Board
<b>POWER EDGE</b> U.S.	78/666,594 7/8/2005		Class 032: Powders used in the preparation of fruit flavored drinks, namely powdered energy drink mixes	Statement of Use filed 1/19/2007
<b>REPLENISH DRINK</b> MIX and Design U.S.	78/700,720 8/25/2005		Class 032: Isotonic beverages packaged exclusively in powdered stick form	Published for Opposition 1/2/2007
<b>RIVER MARKET</b> U.S.	76/562,032 11/26/2003	3,128,336 8/15/2006	Class 030: Instant grits, instant oatmeal, quick oats, hot wheat cereal, hot cocoa mix, dry cappuccino mixes; Class 032: Powdered fruit-flavored drink mixes to which water is added	Sec. 8 & 15 Affidavit due: 8/15/2012; Sec. 8 & 9 Renewal due: 8/15/2016
<b>RIVER MARKET</b> U.S.	76/608,274 8/23/2004	3,112,453 7/4/2006	Class 030: Hot wheat breakfast cereal; processed quick oats; dry seasoning for meat sold in packets.	Sec. 8 & 15 Affidavit due: 7/4/2012; Sec. 8 & 9 Renewal due: 7/4/2016
<b>SLOSH</b> U.S.	78/535,982 12/21/2004	3,124,772 8/1/2006	Class 032: Powdered fruit-flavored drink mixes	Sec. 8 & 15 Affidavit due: 7/4/2012; Sec. 8 & 9 Renewal due: 7/4/2016
<b>STURM FOODS</b> U.S.	76/253,151 5/4/2001	2,662,003 12/17/2002	Class 040: Custom manufacture of food and beverages for others	Sec. 8 & 15 Affidavit due: 12/17/2008; Sec. 8 & 9 Renewal due: 12/17/2012

<b>STURM FOODS and Design U.S.</b> 	76/253,152 5/4/2001	2,600,763 7/30/2002	Class 040: Custom manufacture of food and beverages for others	Sec. 8 & 15 Affidavit due: 7/30/2008; Sec. 8 & 9 Renewal due: 7/30/2012
<b>STURM VILLAGE CAFÉ U.S.</b>	77/007,753 9/26/2006		Class 030: Cappuccino mixes	Pending
<b>STURM'S VILLAGE FARM U.S.</b>	73/336,389 11/9/1981	1,262,561 12/27/1983	Class 029: Instant non-fat dry milk Class 030: baking cocoa, chocolate, hot cocoa mix in cans and/or in envelopes, iced tea mix Class 032: Powdered fruit-flavored drink mixes to which water is added	Sec. 8 & 9 Renewal due: 12/27/2013
<b>STURM'S VILLAGE FARM U.S.</b>	73/075,063 1/22/1976	1,046,946 8/24/1976	Class 029: Instant, non-fat dry milk	Sec. 8 & 9 Renewal due: 08/24/2016
<b>STURM'S VILLAGE FARM U.S.</b>	76/578,916 3/3/2004	2,999,952 9/27/2005	Class 029: Onion soup and dip mix; Class 030: Sugar substitutes; rice and accompanying seasoning packet; noodles and accompanying seasoning packet; enriched macaroni noodles; and instant oatmeal	Sec. 8 & 15 Affidavit due: 9/27/2011 Sec. 8 & 9 Renewal due: 9/27/2015

<p><b>STURM'S VILLAGE FARM SINCE 1905</b> and Design U.S.</p> 	<p>78/449,648 7/13/2004</p>	<p>3,001,501 9/27/2005</p>	<p>Class 029: Instant non-fat dry milk, evaporated milk, and vegetable-based non-dairy cream substitute; onion soup and dip mix. Class 030: Baking cocoa, chocolate, hot cocoa mix in cans and/or in envelopes, iced tea mix, powdered sugar and brown sugar; sugar substitutes; rice and accompanying seasoning packet; noodles and accompanying seasoning packet; enriched macaroni noodles; rolled quick oats; rolled old fashioned oats, oat bran and instant oatmeal. Class 032: Powdered fruit-flavored drink mixes to which water is added.</p>	<p>Sec 8 &amp; 15 Affidavit due: 9/27/2011 Sec. 8 &amp; 9 Renewal due: 9/27/2015</p>
<p><b>STURM'S VITA SPLASH</b> U.S.</p>	<p>78/908,808 06/15/2006</p>		<p>Class 032: Powders used in the preparation of fruit and tea flavored drinks</p>	<p>Approved for Publication 12/28/2006</p>
<p><b>STURM'S WEIGHT MANAGEMENT</b> U.S.</p>	<p>78/876,379 5/4/2006</p>		<p>Class 030: Instant oatmeal</p>	<p>Pending</p>
<p><b>TAP THE POWER, GET THE EDGE</b> U.S.</p>	<p>77/006,899 9/25/2006</p>		<p>Class 032: Powders used in the preparation of fruit flavored drinks, namely powdered energy drink mixes</p>	<p>Approved for Publication 12/28//2006</p>
<p><b>VILLA RICA</b> U.S.</p>	<p>78/943,966 8/3/2006</p>		<p>Class 032: Fruit flavored powdered drink mixes; oat based powdered drink mixes; hot cocoa mix; cappuccino mix; instant oatmeal; processed oats; non-fat dry milk</p>	<p>Pending</p>
<p><b>VITA SPLASH</b> U.S.</p>	<p>78/949,223 8/10/2006</p>		<p>Class 032: Powders used in the preparation of fruit and tea flavored drinks</p>	<p>Approved for Publication 12/28/2006</p>