

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Wenner Bread Products, Inc.		06/01/2011	CORPORATION: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	LBC Credit Partners II, L.P., as Agent		
<b>Street Address:</b>	Cira Centre, 2929 Arch Street		
<b>City:</b>	Philadelphia		
<b>State/Country:</b>	PENNSYLVANIA		
<b>Postal Code:</b>	19104		
<b>Entity Type:</b>	LIMITED PARTNERSHIP: DELAWARE		
<b>PROPERTY NUMBERS Total: 15</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1550395	WENNER	
Registration Number:	1557076	SWIRL ONION	
Registration Number:	2642845	FREEZER 2 FRESH	
Registration Number:	2642846	THE PROOF IS IN THE OVEN!	
Registration Number:	2642847	RUSTICA	
Registration Number:	2720796	SWEET CAROLINA CLUSTERS	
Registration Number:	2930585	STEAKHOUSE STYLE	
Registration Number:	3109284	R-2-O	
Registration Number:	3270993	NPN	
Registration Number:	3629010	HEARTY & HEALTHY GRAINS	
Registration Number:	3649102	SWEET DUCHESS	
Registration Number:	3935157	FDF	
Serial Number:	77807381	FIRST DAY FRESH	
Serial Number:	85036731	BREAD WITH BENEFITS	

**OP \$390.00 1550395**

Serial Number:

85036756

BWB

**CORRESPONDENCE DATA**

Fax Number: (312)863-7806

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 312-863-7198

Email: nancy.brougher@goldbergkohn.com

Correspondent Name: Nancy Brougher

Address Line 1: Goldberg Kohn Ltd.

Address Line 2: 55 East Monroe Street, Suite 3300

Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER:

6030.034

NAME OF SUBMITTER:

Nancy Brougher

Signature:

/njb/

Date:

06/02/2011

**Total Attachments: 5**

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## TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (the "Agreement") made as of this 1st day of June, 2011, by Wenner Bread Products, Inc. ("Grantor"), in favor of LBC Credit Partners II, L.P., in its capacity as administrative agent ("Agent") for certain financial institutions ("Lenders") under the Credit Agreement (as defined below):

### WITNESSETH

WHEREAS, Grantor, Agent and Lenders are parties to a certain Credit Agreement of even date herewith (as the same may be amended or otherwise modified from time to time, the "Credit Agreement") providing for the extensions of credit to be made to Grantor by Lenders;

WHEREAS, pursuant to the terms of a certain Security Agreement of even date herewith between Grantor, Wenner Holding Corp. and Agent (as the same may be amended or otherwise modified from time to time, the "Security Agreement"), Grantor has granted to Agent, for its benefit and the benefit of Lenders, a security interest in substantially all of the assets of Grantor including all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Trademarks (as defined in the Security Agreement), together with the goodwill of the business symbolized by Grantor's Trademarks, and all products and proceeds thereof, to secure the payment and performance of the Obligations;

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Grantor agrees as follows:

1. Incorporation of Credit Agreement and Security Agreement. The Credit Agreement and Security Agreement and the terms and provisions thereof are hereby incorporated herein in their entirety by this reference thereto. All terms capitalized but not otherwise defined herein shall have the same meanings herein as in the Security Agreement.

2. Grant and Reaffirmation of Grant of Security Interests. To secure the payment and performance of the Obligations, Grantor hereby grants to Agent, for its benefit and the benefit of Lenders, and hereby reaffirms its prior grant pursuant to the Security Agreement of, a continuing security interest in Grantor's entire right, title and interest in and to the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), whether now owned or existing or hereafter created, acquired or arising:

(i) each Trademark listed on Schedule 1 annexed hereto, together with any reissues, continuations or extensions thereof, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark; and

(ii) all products and proceeds of the forgoing, including without limitation, any claim by Grantor against third parties for past, present or future (a) infringement or dilution of any Trademark, or (b) injury to the goodwill associated with any Trademark.

**[Signature page follows]**

IN WITNESS WHEREOF, Grantor has duly executed this Agreement as of the date first written above.

**GRANTOR:**

**WENNER BREAD PRODUCTS, INC.**

By: 


Name: Jeffrey W. Montie

Title: CEO

Signature Page to Trademark Security Agreement

Agreed and Accepted  
As of the Date First Written Above

LBC CREDIT PARTNERS II, L.P.,  
as Agent

By:   
Name: David E. Fraimow  
Title: Vice President

## SCHEDULE 1

### TRADEMARK REGISTRATIONS

<b>Trademark</b>	<b>Registration No.:</b>	<b>Date of Registration</b>	<b>Registration Body</b>
Wenner®	1,550,395	August 1, 1989	United States Patent and Trademark Office
Swirl Onion®	1,557,076	September 19, 1989	United States Patent and Trademark Office
Freezer 2 Fresh®	2,642,845	October 29, 2002	United States Patent and Trademark Office
The Proof is in the Oven!®	2,642,846	October 29, 2002	United States Patent and Trademark Office
Rustica®	2,642,847	October 29, 2002	United States Patent and Trademark Office
Sweet Carolina Clusters®	2,720,796	June 3, 2003	United States Patent and Trademark Office
Steakhouse Style®	2,930,585	March 8, 2005	United States Patent and Trademark Office
R-2-O®	3,109,284	June 27, 2006	United States Patent and Trademark Office
NPN®	3,270,993	July 31, 2007	United States Patent and Trademark Office
Hearty & Healthy Grains®	3,629,010	May 26, 2009	United States Patent and Trademark Office
Sweet Duchess®	3,649,102	July 7, 2009	United States Patent and Trademark Office
FD®	3,935,157	March 22, 2011	United States Patent and Trademark Office

#### Trademark Pending

1. First Day Fresh™(Serial No. 77807381) TM filed – awaiting final registration
2. Bread with Benefits™ (Serial No. 85036731) TM filed – awaiting final registration
3. BWB™ (Serial No. 85036756) TM filed – awaiting final registration