

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM412241

<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>
Utz Quality Foods, LLC		11/18/2016	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Manufacturers and Traders Trust Company		
<b>Street Address:</b>	One Fountain Drive		
<b>City:</b>	Buffalo		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	14203		
<b>Entity Type:</b>	Corporation: NEW YORK		
<b>PROPERTY NUMBERS Total: 124</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4087312	"DIRTY" ALL NATURAL POTATO CHIPS	
<b>Registration Number:</b>	4087311	"DIRTY" POTATO CHIPS	
<b>Registration Number:</b>	0658890	BACHMAN	
<b>Registration Number:</b>	1214247	BACHMAN	
<b>Registration Number:</b>	1214237	BACHMAN	
<b>Registration Number:</b>	1466461	BACHMAN	
<b>Registration Number:</b>	4461721	BACHMAN BUTTER TWIST	
<b>Registration Number:</b>	3633300	BACHMAN CLASSIC QUALITY SINCE 1884	
<b>Registration Number:</b>	1671939	BACHMAN JAX	
<b>Registration Number:</b>	1223601	BACHMAN NACHOS	
<b>Registration Number:</b>	4057200	BEACH BARBEQUE	
<b>Registration Number:</b>	3337529	BRICK OVEN FLAME-BAKED	
<b>Registration Number:</b>	0797349	B'S	
<b>Registration Number:</b>	4461720	BUTTER TWIST	
<b>Registration Number:</b>	4087318	CAJUN CRAWTATORS	
<b>Registration Number:</b>	4087315	CALIFORNIA CHIPS	
<b>Registration Number:</b>	4087313	CALIFORNIA CHIPS	
<b>Registration Number:</b>	1876785	CHIPITOS	
<b>Registration Number:</b>	4344497	CREOLE ONION	
<b>TRADEMARK</b>			

OP \$3115.00 4087312

Property Type	Number	Word Mark
Registration Number:	3203951	EARTHQUAKE
Registration Number:	4708406	GOLD N' GOOD
Registration Number:	1597651	GOLDEN RIDGES
Registration Number:	2175125	GOLDEN WAVY
Serial Number:	86774217	GRAB A CRAB!
Registration Number:	1515592	GRANDMA UTZ'S
Registration Number:	1837987	HANOVER HOME BRAND
Registration Number:	1522014	I PRETZELVANIA
Registration Number:	1245533	JAX
Registration Number:	2037896	KIDZELS
Registration Number:	1975430	KIDZELS
Serial Number:	86771561	MADE TO BE REMEMBERED
Registration Number:	4699954	MICHAEL'S
Registration Number:	1964814	MICHAEL'S GOLD N' GOOD
Registration Number:	4101630	MIGUELITO'S
Registration Number:	1699902	MYSTIC CHIPS
Registration Number:	1501502	NEWPORT
Registration Number:	1034023	NUTZELS
Registration Number:	3379835	PITA PRETZEL
Registration Number:	3099266	POKER MIX
Registration Number:	4401793	PRETZEL POP'Z
Registration Number:	1528495	PRETZELVANIA
Registration Number:	2098271	PRETZELVANIA'S BEST
Registration Number:	2941776	PUB MIX
Registration Number:	4746586	PURIFRY
Registration Number:	4758816	PURIFRY
Serial Number:	86771566	SAY CHEESE!
Registration Number:	1909405	SNAX BOX
Registration Number:	4533719	SNOW BALLS
Serial Number:	86771552	SOULFUL SNACKING
Registration Number:	4712171	TAILGATE MIX
Registration Number:	3477858	TAVERN MIX
Registration Number:	1795156	THE CRAB CHIP
Registration Number:	2204187	THE KIDZ
Registration Number:	1889079	THIN 'N RIGHT
Registration Number:	4087320	TIGER TATORS
Registration Number:	3551594	TREASURE PUFFS
Registration Number:	3618526	TREAT

Property Type	Number	Word Mark
Registration Number:	3742446	UTZ
Registration Number:	3742447	UTZ
Registration Number:	0751404	UTZ
Registration Number:	0878317	UTZ
Registration Number:	4533310	UTZ 911
Registration Number:	3632933	UTZ BISTRO BLEND
Registration Number:	3504486	UTZ CLUB MIX
Registration Number:	4543573	UTZ COTTON TAILS
Registration Number:	4570070	UTZ DIPS
Registration Number:	3504503	UTZ HOOPS MIX
Registration Number:	1799543	UTZ PRETZEL BARREL
Registration Number:	4419940	UTZ PRETZEL POP'Z
Registration Number:	3330226	UTZ TAILGATE MIX
Registration Number:	3925135	VALLEY MAID
Registration Number:	0528575	VALLEY-MAID
Registration Number:	4201167	WACHUSETT
Registration Number:	4087317	ZAPP'S
Registration Number:	1816995	ZAPP'S
Registration Number:	3646587	
Registration Number:	1248533	
Registration Number:	1247239	
Registration Number:	1466465	
Registration Number:	1613088	
Registration Number:	2044989	
Registration Number:	2063945	
Registration Number:	2063947	
Registration Number:	2063946	
Registration Number:	2048296	
Registration Number:	3506773	
Registration Number:	4012578	DIRTY
Registration Number:	4012582	VOODOO
Serial Number:	87216280	GET SNACKING!
Registration Number:	3023507	AMISH FARMS
Registration Number:	4782768	ENJOY BEING GOOD
Registration Number:	3222658	WHY SETTLE FOR THE ORDINARY WHEN YOU CAN
Registration Number:	2143742	VEGGIE STIX
Registration Number:	2903184	VEGGIE STIX
Registration Number:	3670690	HUMBLES

Property Type	Number	Word Mark
Registration Number:	3829390	GLORIES
Registration Number:	4605561	VEGGIE CRINKLE
Registration Number:	2450380	GOOD HEALTH
Registration Number:	4902431	LIFEITUDE
Serial Number:	86254577	LOVE LIFE
Registration Number:	4796538	EXTRA GOODNESS!
Serial Number:	86458316	GOOD HEALTH SNACKS
Serial Number:	86602725	WILD BUFFALO BLUE
Registration Number:	4859143	HALF NAKED
Registration Number:	1408784	KEYSTONE PRETZELS
Registration Number:	0610479	REISMAN
Registration Number:	1786917	KEYSTONE PRETZELS
Registration Number:	1571187	OATZELS
Registration Number:	4165759	EAT YOUR VEGETABLES
Registration Number:	4905674	SHARING PACK
Serial Number:	86223080	SHARING PACK
Registration Number:	4928911	SMASHPOP
Registration Number:	4928912	SMASHPOP
Registration Number:	4082716	SNIKIDDY
Registration Number:	4158872	SNIKIDDY
Registration Number:	4165605	SNIKIDDY
Registration Number:	4042121	SNIKIDDY
Registration Number:	0184655	GOLDEN FLAKE
Registration Number:	1344829	GOLDEN FLAKE
Registration Number:	2555604	ONIONOS
Registration Number:	3371556	THE SOUTH'S ORIGINAL POTATO CHIP
Registration Number:	3381483	THE ROAD TO SMARTER SNACKING
Registration Number:	4759435	THE SOUTH'S ORIGINAL POTATO CHIP GOLDEN
Registration Number:	4943312	TORTIYAHS!

**CORRESPONDENCE DATA**

Fax Number: 2159882757

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

Phone: (215) 988-2642

Email: PHTrademarks@dbr.com

Correspondent Name: Charles Lange

Address Line 1: One Logan Square, Ste. 2000

Address Line 2: Drinker Biddle & Reath LLP

Address Line 4: Philadelphia, PENNSYLVANIA 19103-6996

**TRADEMARK**

**REEL: 005966 FRAME: 0595**

<b>ATTORNEY DOCKET NUMBER:</b>	544085
<b>NAME OF SUBMITTER:</b>	Joelle Zajk
<b>SIGNATURE:</b>	/joelle zajk/
<b>DATE SIGNED:</b>	01/13/2017

**Total Attachments: 13**

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## SECURITY AGREEMENT

This SECURITY AGREEMENT (this "**Agreement**") dated as of November 18, 2016, is made by and between Manufacturers and Traders Trust Company, as Administrative Agent for itself as a Lender and on behalf of the other Lenders, as that term is defined in the Credit Agreement referred to below (in such capacity, together with its successors and assigns, the "**Agent**"), Utz Quality Foods, LLC (the "**Borrower**") and the other signatories hereto (collectively, together with their respective successors and assigns, the "**Grantors**").

WHEREAS, this Agreement will be filed with the United States Patent and Trademark Office and the United States Copyright Office to, among other things, indicate that the Agent is collateral assignee with respect to the Marks (as defined herein) listed on Exhibit 1 hereto, the Patents (as defined herein) listed on Exhibit 2 hereto, and the Copyrights (as defined herein) listed on Exhibit 3;

WHEREAS, Grantors are the owners of certain (i) trademarks, trade names, corporate names, company names, business names, fictitious business names, trade dress, service marks, logos, designs, domain names and other source or business identifiers now existing and hereafter adopted or acquired, (ii) patents, and (iii) copyrights including, without limitation, those listed on Exhibit 1, Exhibit 2, and Exhibit 3 respectively, hereto, together with pending applications therefor, all registrations and recordings thereof, whether in the United States Patent and Trademark Office, the United States Copyright Office, or in any similar office or agency of the United States or any State thereof, or in any similar office or agency of any foreign country, or otherwise, all rights to obtain any reissues, renewals or extensions of the foregoing, all common law rights related thereto with respect to the Copyrights, Marks and the Patents, the goodwill associated with the Marks, all licenses for any of the foregoing, and all causes of action arising prior to or after the date hereof for infringement, dilution, misappropriation, violation and unfair competition of or regarding the same, (collectively, the "**Marks**", the "**Patents**", and the "**Copyrights**", respectively); and

WHEREAS, the Grantors and the Agent entered into that certain Credit Agreement dated as of September 20, 2016 (as the same may be amended, restated, modified, supplemented and/or replaced from time to time, the "**Credit Agreement**"), pursuant to which the Agent and the other Lenders referred to in the Credit Agreement have made and may make certain loans and other extensions of credit to the Borrower on the terms and conditions described therein; and

WHEREAS, such loans and other extensions of credit under the Credit Agreement are secured by, among other things, a security interest in favor of the Agent in the Marks, the Patents, and the Copyrights.

NOW, THEREFORE, the Grantors hereby acknowledge that they have granted to the Agent a security interest and lien in and to the Marks and the Patents. The parties acknowledge and agree that the terms of such grant are more fully set forth in the Security Agreement entered into in connection with the Credit Agreement, and the grant referred to in this Agreement does not restrict those provisions in any way.

*[Signature Page Follows]*

Executed as of the date first above written.

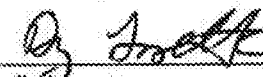
MANUFACTURERS AND TRADES TRUST  
COMPANY, as Administrative Agent

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

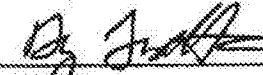
UTZ QUALITY FOODS, LLC

By:   
Name: Dylan B. Lissette  
Title: President

UM-U INTERMEDIATE, LLC

By:   
Name: Dylan B. Lissette  
Title: President


UM-R INTERMEDIATE, LLC

By:   
Name: Dylan B. Lissette  
Title: President


SRS LEASING, LLC

By:   
Name: Dylan B. Lissette  
Title: President

SRS LEASING - GRAMERCY GP, LLC

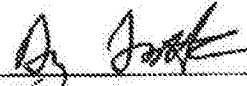
By:   
Name: Dylan B. Lissette  
Title: President

SRS LEASING II - GITTS RUN GP, LLC

By:   
Name: Dylan B. Lissette  
Title: President

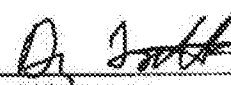
SRS LEASING - GRAMERCY, LP

By: SRS Leasing - Gramercy GP, LLC, its  
general partner

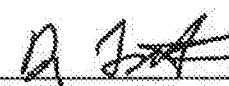
By:   
Name: Dylan B. Lissette  
Title: President

SRS LEASING II - GITTS RUN, LP


By: SRS Leasing II - Gitts Run GP, LLC, its  
general partner

By:   
Name: Dylan B. Lissette  
Title: President

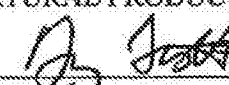
UTZTRAN, L.L.C.

By:   
Name: Dylan B. Lissette  
Title: President

GH POP HOLDINGS LLC

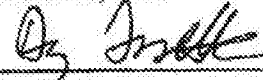
By:   
Name: Dylan B. Lissette  
Title: President

GOOD HEALTH NATURAL PRODUCTS, LLC


By:   
Name: Dylan B. Lissette  
Title: President



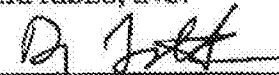
CONDOR SNACK FOODS, LLC

By:   
Name: Dylan B. Lissette  
Title: President

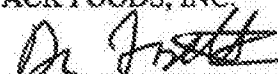
SNIKIDDY, LLC

By:   
Name: Dylan B. Lissette  
Title: President

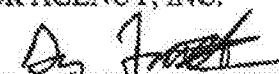
GOLDEN ENTERPRISES, INC.

By:   
Name: Dylan B. Lissette  
Title: President


GOLDEN FLAKE SNACK FOODS, INC.

By:   
Name: Dylan B. Lissette  
Title: President

THE SLOAN-MAJOR AGENCY, INC.

By:   
Name: Dylan B. Lissette  
Title: President

RICE INVESTMENTS, L.P.

By: Utz Quality Foods, LLC, its general partner  
By:   
Name: Dylan B. Lissette  
Title: President

**EXHIBIT 1**

List of U.S. Trademark Applications and Registrations  
(other than Intent to Use Applications, as to which a Statement of Use has not been filed)

<u>Mark</u>	<u>Reg./Appl. No.</u>	<u>Jurisdiction</u>	<u>Owner</u>
"DIRTY" ALL NATURAL POTATO CHIPS and Design	4087312	United States	Rice Investments, L.P.
"DIRTY" POTATO CHIPS	4087311	United States	Rice Investments, L.P.
BACHMAN and Design	0658890	United States	Rice Investments, L.P.
BACHMAN and Design	1214247	United States	Rice Investments, L.P.
BACHMAN and Design	1214237	United States	Rice Investments, L.P.
BACHMAN	1466461	United States	Rice Investments, L.P.
BACHMAN BUTTER TWIST	4461721	United States	Rice Investments, L.P.
BACHMAN CLASSIC QUALITY SINCE 1884 and Design	3633300	United States	Rice Investments, L.P.
BACHMAN JAX and Design	1671939	United States	Rice Investments, L.P.
BACHMAN NACHOS and Design	1223601	United States	Rice Investments, L.P.
BEACH BARBEQUE	4057200	United States	Rice Investments, L.P.
BRICK OVEN FLAME- BAKED	3337529	United States	Rice Investments, L.P.
B'S and Design	0797349	United States	Rice Investments, L.P.
BUTTER TWIST	4461720	United States	Rice Investments, L.P.
CAJUN CRAWTATORS	4087318	United States	Rice Investments, L.P.
CALIFORNIA CHIPS	4087315	United States	Rice Investments, L.P.



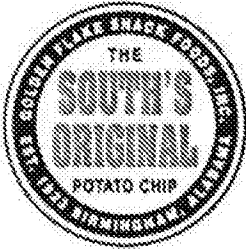
<u>Mark</u>	<u>Reg./Appl. No.</u>	<u>Jurisdiction</u>	<u>Owner</u>
CALIFORNIA CHIPS and Design	4087313	United States	Rice Investments, L.P.
CHIPITOS	1876785	United States	Rice Investments, L.P.
CREOLE ONION	4344497	United States	Rice Investments, L.P.
EARTHQUAKE	3203951	United States	Rice Investments, L.P.
GOLD N' GOOD	4708406	United States	Rice Investments, L.P.
GOLDEN RIDGES	1597651	United States	Rice Investments, L.P.
GOLDEN WAVY	2175125	United States	Rice Investments, L.P.
GRAB A CRAB!	86774217	United States	Rice Investments, L.P.
GRANDMA UTZ'S	1515592	United States	Rice Investments, L.P.
HANOVER HOME BRAND	1837987	United States	Rice Investments, L.P.
I PRETZELVANIA and Design	1522014	United States	Rice Investments, L.P.
JAX	1245533	United States	Rice Investments, L.P.
KIDZELS (stylized)	2037896	United States	Rice Investments, L.P.
KIDZELS	1975430	United States	Rice Investments, L.P.
MADE TO BE REMEMBERED	86771561	United States	Rice Investments, L.P.
MICHAEL'S	4699954	United States	Rice Investments, L.P.
MICHAEL'S GOLD N' GOOD and Design	1964814	United States	Rice Investments, L.P.
MIGUELITO'S	4101630	United States	Rice Investments, L.P.
MYSTIC CHIPS	1699902	United States	Rice Investments, L.P.
NEWPORT (stylized)	1501502	United States	Rice Investments, L.P.
NUTZELS	1034023	United States	Rice Investments, L.P.

<u>Mark</u>	<u>Reg./Appl. No.</u>	<u>Jurisdiction</u>	<u>Owner</u>
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SNOW BALLS	4533719	United States	Rice Investments, L.P.
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TAVERN MIX	3477858	United States	Rice Investments, L.P.
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TIGER TATORS	4087320	United States	Rice Investments, L.P.
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TREAT	3618526	United States	Rice Investments, L.P.
UTZ	3742446	United States	Rice Investments, L.P.
UTZ and Design	3742447	United States	Rice Investments, L.P.

<u>Mark</u>	<u>Reg./Appl. No.</u>	<u>Jurisdiction</u>	<u>Owner</u>
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UTZ	0878317	United States	Rice Investments, L.P.
UTZ 911	4533310	United States	Rice Investments, L.P.
UTZ BISTRO BLEND	3632933	United States	Rice Investments, L.P.
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UTZ COTTON TAILS	4543573	United States	Rice Investments, L.P.
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UTZ PRETZEL BARREL	1799543	United States	Rice Investments, L.P.
UTZ PRETZEL POP'Z	4419940	United States	Rice Investments, L.P.
UTZ TAILGATE MIX	3330226	United States	Rice Investments, L.P.
VALLEY MAID	3925135	United States	Rice Investments, L.P.
VALLEY-MAID (stylized)	0528575	United States	Rice Investments, L.P.
WACHUSETT	4201167	United States	Rice Investments, L.P.
ZAPP'S	4087317	United States	Rice Investments, L.P.
ZAPP'S (stylized)	1816995	United States	Rice Investments, L.P.
Design (wheel)	3646587	United States	Rice Investments, L.P.
Design (bowl)	1248533	United States	Rice Investments, L.P.
Design (bowl-popcorn)	1247239	United States	Rice Investments, L.P.
Design (pretzel with wheat)	1466465	United States	Rice Investments, L.P.
Design (person on scale)	1613088	United States	Rice Investments, L.P.
Design (dog pretzel)	2044989	United States	Rice Investments, L.P.
Design (airplane pretzel)	2063945	United States	Rice Investments, L.P.

<u>Mark</u>	<u>Reg./Appl. No.</u>	<u>Jurisdiction</u>	<u>Owner</u>
Design (ear pretzel)	2063947	United States	Rice Investments, L.P.
Design (child pretzel)	2063946	United States	Rice Investments, L.P.
Design (house pretzel)	2048296	United States	Rice Investments, L.P.
Design (puzzle piece)	3506773	United States	Rice Investments, L.P.
DIRTY	4012578	United States	Rice Investments, L.P.
VOODOO	4012582	United States	Rice Investments, L.P.
GET SNACKING!	87216280	United States	Rice Investments, L.P.
AMISH FARMS and Design	3023507	United States	Utz Quality Foods, LLC.
ENJOY BEING GOOD	4782768	United States	Good Health Natural Products, LLC
WHY SETTLE FOR THE ORDINARY WHEN YOU CAN EXPERIENCE THE EXTRAORDINARY?	3222658	United States	Good Health Natural Products, LLC
VEGGIE STIX	2143742	United States	Good Health Natural Products, LLC
VEGGIE STIX	2903184	United States	Good Health Natural Products, LLC
HUMBLES	3670690	United States	Good Health Natural Products, LLC
GLORIES	3829390	United States	Good Health Natural Products, LLC
VEGGIE CRINKLE	4605561	United States	Good Health Natural Products, LLC
GOOD HEALTH	2450380	United States	Good Health Natural Products, LLC
LIFEITUDE	4902431	United States	Good Health Natural Products, LLC

<u>Mark</u>	<u>Reg./Appl. No.</u>	<u>Jurisdiction</u>	<u>Owner</u>
LOVE LIFE	86254577	United States	Good Health Natural Products, LLC
EXTRA GOODNESS!	4796538	United States	Good Health Natural Products, LLC
GOOD HEALTH SNACKS	86458316	United States	Good Health Natural Products, LLC
WILD BUFFALO BLUE	86602725	United States	Good Health Natural Products, LLC
HALF NAKED	4859143	United States	Good Health Natural Products, LLC
KEYSTONE PRETZELS	1408784	United States	Condor Snack Foods, LLC
REISMAN	0610479	United States	Condor Snack Foods, LLC
KEYSTONE PRETZELS and Design	1786917	United States	Condor Snack Foods, LLC
OATZELS	1571187	United States	Condor Snack Foods, LLC
EAT YOUR VEGETABLES	4165759	United States	Snikiddy, LLC
SHARING PACK	4905674	United States	Snikiddy, LLC
SHARING PACK	86223080	United States	Snikiddy, LLC
SMASHPOP (stylized)	4828911	United States	Snikiddy, LLC
SMASHPOP	4928912	United States	Snikiddy, LLC
SNIKIDDY and Design	4082716	United States	Snikiddy, LLC
SNIKIDDY and Design	4158872	United States	Snikiddy, LLC
SNIKIDDY	4165605	United States	Snikiddy, LLC
SNIKIDDY	4042121	United States	Snikiddy, LLC

<u>Mark</u>	<u>Reg./Appl. No.</u>	<u>Jurisdiction</u>	<u>Owner</u>
 GOLDEN FLAKE & Design	184655	United States	Golden Flake Snack Foods, Inc.
 GOLDEN FLAKE & Design	1344829	United States	Golden Flake Snack Foods, Inc.
ONIONOS	2555604	United States	Golden Flake Snack Foods, Inc.
THE SOUTH'S ORIGINAL POTATO CHIP	3371556	United States	Golden Flake Snack Foods, Inc.
THE ROAD TO SMARTER SNACKING	3381483	United States	Golden Flake Snack Foods, Inc.
 THE SOUTH'S ORIGINAL POTATO CHIP & Design	4759435	United States	Golden Flake Snack Foods, Inc.
TORTIYAHS!	4943312	United States	Golden Flake Snack Foods, Inc.



## EXHIBIT 2

### List of U.S. Patent Applications and Registrations

<b>Patent No.</b>	<b>Title</b>	<b>Jurisdiction</b>	<b>Owner</b>
5846409	Adjustable Continuous Filtration System for Cooking Fats and Cooking Oils	United States	Rice Investments, L.P.
6210590	Method for Controlling the Quality of Cooking Fats and Oils	United States	Rice Investments, L.P.
6235193	Adjustable Continuous Filtration System for Cooking Fats and Cooking Oils	United States	Rice Investments, L.P.
6325941	Adjustable Continuous Filtration System for Cooking Fats and Cooking Oils	United States	Rice Investments, L.P.

**EXHIBIT 3**List of U.S. Copyright Applications and Registrations

<b>Reg. No.</b>	<b>Title</b>	<b>Jurisdiction</b>	<b>Owner</b>
TXU000645853	Enjoy Jax real cheddar cheese curls: Why do you love me?	United States	Rice Investments, L.P.
TX0002112921	Hard Pretzels, the Old Fashioned Kind	United States	Rice Investments, L.P.
TX0003431964	Information for prospective franchisees required by the Federal Trade Commission	United States	Rice Investments, L.P.
TXU000572364	Bachman Company	United States	Rice Investments, L.P.
VAU000345557	Kidzels pretzel game	United States	Rice Investments, L.P.
TXU000765957	Pretzel...a wedding "twist" on love and affection	United States	Rice Investments, L.P.
TXU000789154	How the pretzel saved Christmas	United States	Rice Investments, L.P.
TXU000778228	Traditional holiday pretzel crafts	United States	Rice Investments, L.P.
TX0007988714	Goodhealthnaturalproducts.com (November 2014) website	United States	Good Health Natural Products, LLC