

04-23-1999

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



101018129

of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Fresh Mark, Inc.

Individual(s)
 General Partnership
 Corporation-State Ohio
 Other

Association
 Limited Partnership

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

2. Name and address of receiving party(ies):
Name: Mellon Bank, N.A.
Internal Address: One Mellon Bank Center
Street Address:
City Pittsburgh State PA ZIP 15219

Individual(s) citizenship
 Association National Banking Assoc.
 General Partnership
 Limited Partnership
 Corporation-State
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment
 Security Agreement
 Other Assignment for Security

Merger
 Change of Name

Execution Date: April 8, 1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) See Attached
Additional numbers attached? Yes No

B. Trademark registration No.(s) See Attached
Additional numbers attached? Yes No

4/19/99

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Craig Heryford, Esq.
Internal Address: Klett Lieber
Rooney & Schorling
Street Address: One Oxford Centre, 40th
City: Pittsburgh State: PA ZIP 15219

6. Total number of applications and registrations involved: 48

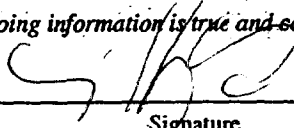
7. Total fee (37 CFR 3.41): \$ 1,215
 Enclosed

Authorized to be charged to deposit account for any fee deficiency

8. Deposit account number: 11-1163
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Craig S. Heryford, Esq.  4/15/99
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 7

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

04/23/1999 JSHABAZZ 00000015 1901829

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

01 FC:401
02 FC:442

40.00 OP
1175.00 OP

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TRADEMARK
REEL: 1887 FRAME: 0022

SERIAL
NUMBER

REGISTRATION
NUMBER

TRADEMARK NAME

	1,901,829	ATLANDER
	1,854,761	BEAUTY
	716,228	BEAUTY BAKED
	749,198	BEEFIES
	1,120,122	BOLOGNA WAGON
	1,120,123	BOLOGNA WAGON & DESIGN
	1,577,959	BIG AS BUNZ
	1,579,249	BUNFULL
	1,919,981	CAMPIONI
	1,835,578	CARRIAGE
	1,835,729	CARRIAGE HILL
	1,822,994	COUNTRY INN
	1,913,527	COUNTRY INN & DESIGN
	814,129	DART & DESIGN
	1,888,639	DELI SHOPPE
	1,859,829	EMBERDALE
	1,296,621	E. Z. PAN
	1,874,015	FRANKIE DESIGN WITH NAME ON CHEF HAT
	827,242	FRANKIES OUR KEENER WIENER & DESIGN
	814,130	FRANKIES
	1,831,477	FRESH MARK & DESIGN
	4,030,643	FRESH MARK & DESIGN (Japanese)
	2,066,302	FRESH MARK (Word Mark)
	704,062	HAMLET DESIGN
	711,616	HERITAGE & DESIGN
75/219,481-		LUNCH MAGIC
75/337,133		LUNCH MASTER
75/219,482		LUNCH WIZARD
	1,836,956	OUR FARM BRAND
	1,888,648	OUR KEENER WIENER FRANKIES
	1,952,749	PRIVATE COLLECTION (Word Mark)
	2,151,270	READY BACON
75/120,773		SIMPLY LEAN
	2,060,697	SUGARDALE'S PRIVATE COLLECTION & DESIGN
	1,878,763	SUGARDALE AND DESIGN
	724,876	SUGARDALE CONEYS & DESIGN
	1,646,957	SUGARDALE & DESIGN (Modern/Slanted Style)
	860,253	SUGARDALE & DESIGN (Original)
75/323,447		SUGARDALE EXPRESS LUNCH KITS
	804,803	SUGARDALE WITH HAMLET DESIGN
	957,386	SUPERIOR'S BRAND & DESIGN
	2,131,896	SUPERIOR'S (Word Mark)
	2,121,087	SUPERIOR'S & DESIGN (Modern Style)
	1,977,516	TAVERN
	1,950,856	TRIM-END
	1,858,734	VERNON MANOR
	1,868,636	WORTHINGTON
75/338,409		WUNDER-FILLS



ASSIGNMENT FOR SECURITY

PATENTS AND TRADEMARKS AND TRADEMARK REGISTRATIONS

WHEREAS, FRESH MARK, INC. an Ohio corporation, (the "Assignor") owns the patents, and the inventions disclosed or claimed therein and all continuations, divisions, renewals, substitutes or reissues thereof, listed on the annexed Schedule A (the "Patents") and the Trademarks and Trademark Registrations listed on the annexed Schedule A-1 (the "Trademarks"), which Patents and Trademarks are in full force and effect;

WHEREAS, Assignor is obligated to MELLON BANK, N.A., as Agent for the banks that are parties to the Amended and Restated Credit Agreement by and between the Assignee, the Agent and such banks dated on or about the date of this Assignment (the "Credit Agreement") and any other banks or financial institutions now or hereafter made a party to or entitled to the benefits of the Credit Agreement (collectively, the "Banks") (the Agent, on behalf of the Banks, shall be referred to as the "Assignee") and has entered into an Amended and Restated Security Agreement and Mortgage - Patents and Trademarks dated as of the date hereof (the "Patent Security Agreement") in favor of Assignee; and

WHEREAS, pursuant to the Patent Security Agreement, Assignor has assigned to Assignee, and granted to Assignee a first lien mortgage on, pledge of and security interest in, all right, title and interest of Assignor in and to the Patents and Trademarks and similar legal protection, both domestic and foreign, including all continuations, divisions, renewals, substitutes or reissues thereof, and all proceeds of the Patents and Trademarks, including, without limitation, any payments, royalties, claims for infringement and proceeds of sale or other disposition thereof and all ancillary rights and benefits derived therefrom (the "Patents Collateral") to secure the payment of the Debt (as defined in the Patent Security Agreement);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound hereby, Assignor does hereby further assign unto Assignee and grant to Assignee a mortgage on, pledge of and security interest in the Patents Collateral to secure prompt payment of the Debt.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the assignment of, mortgage on, pledge of and security interest in the Patents Collateral made and granted hereby are more fully set forth in the Patent Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth in this Assignment.

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	1,858,734	VERNON MANOR
	1,868,636	WORTHINGTON
75/338,409		WUNDER-FILLS

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officers thereunto duly authorized as of the 8th day of April, 1999.

FRESH MARK, INC.

By: David P. Cochran
Title: CFO

SCHEDULE A TO ASSIGNMENT FOR SECURITY - PATENTS AND TRADEMARKS
AND TRADEMARK REGISTRATIONS

PATENTS AND APPLICATIONS OWNED BY FRESH MARK, INC.

<u>TITLE</u>	<u>PATENT NO.</u>	<u>ISSUE DATE</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
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NONE

SCHEDULE A-1 TO ASSIGNMENT FOR SECURITY - PATENTS AND TRADEMARKS
AND TRADEMARK REGISTRATIONS

TRADEMARKS AND TRADEMARK REGISTRATIONS OWNED BY FRESH MARK, INC.

KLRSPGH1: 256999.1

TRADEMARK
REEL: 1887 FRAME: 0028

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