

11-17-2000

FORM PTO-1594
(Rev. 8-93)

REC



HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

result 11:17:00
Tab settings

101514321

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): M&D 8.31.00

VF Brands, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 8-10-00

2. Name and address of receiving party(ies)

Name: Morgan Guaranty Trust Company of New York, as Administrative Agent and Internal Address: Collateral Agent

Street Address: 60 Wall Street

City: New York State: NY ZIP: 10260

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other BANK

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

See Schedule A attached hereto.

B. Trademark Registration No.(s)

See Schedule A attached hereto

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: J. Lee

Internal Address: Access Information Services, Inc.

Street Address: 1773 Western Avenue

City: Albany State: NY ZIP: 12203

6. Total number of applications and registrations involved: 26

7. Total fee (37 CFR 3.41).....\$ 1665.00E

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

09/18/2000 JJALLAH2 00000139 75766970

01 FC: 401 40.00 DR
02 FC: 402 625.00 DR

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.

Jackie Lee
Name of Person Signing

Jackie Lee
Signature

8-18-00
Date

Total number of pages including cover sheet, attachments, and document: 7

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

TRADEMARK
REEL: 002150 FRAME: 0411

TRADEMARKS

TRADEMARK	COUNTRY	REG. NO.	REG. DATE	RECORD OWNER	STATUS
SANDWICH STACKERS & DESIGN	United States	2,101,531	9/30/1997	VF Brands, Inc.	Registered
SANDWICH STACKERS (STYLIZED)	United States	2,101,623	9/30/1997	VF Brands, Inc.	Registered
SANDWICH ZESTERS	United States	(74/731,526)	(9/20/1995)	VF Brands, Inc.	Pending
SNACK MMS	United States	1,952,990	1/30/1996	VF Brands, Inc.	Registered
STACKERS	United States	(75/637,530)	(2/10/1999)	VF Brands, Inc.	Pending
SUPER SANDWICH STACKERS & DESIGN	United States	2,103,371	10/7/1997	VF Brands, Inc.	Registered
SUPER SANDWICH STACKERS & DESIGN	United States	2,103,375	10/07/1997	VF Brands, Inc.	Registered
THAT'S THE BEST PICKLE I EVER HAD	United States	(75/787,113)	(8/27/1999)	VF Brands, Inc.	Pending
VLASIC	United States	699,512	6/14/1960	VF Brands, Inc.	Registered
VLASIC & DESIGN	United States	1,429,452	2/17/1987	VF Brands, Inc.	Registered
VLASIC & DESIGN (LOGO)	United States	(75/680,986)	(4/12/1999)	VF Brands, Inc.	Pending
VLASIC & DESIGN (STORK 3)	United States	1,890,639	4/18/1995	VF Brands, Inc.	Registered
VLASIC FARMS	United States	(75/455,865)	(3/24/1998)	VF Brands, Inc.	Pending

293144.03-New York Server 3A

TRADEMARKS

TRADEMARK	COUNTRY	REG. NO.	REG. DATE	RECORD OWNER	STATUS
VLASIC FARMS FRESH WHOLE MUSHROOMS FRESHEST TASTE FINEST QUALITY	United States	(75/819,346)	(10/12/1999)	VF Brands, Inc.	Pending
VLASIC PICKLES TO GO!	United States	1,861,071	11/01/1994	VF Brands, Inc.	Registered
VLASIC SANDWICH ZESTERS	United States	(74/731,527)	(9/20/1995)	VF Brands, Inc.	Pending
YOUR SANDWICH'S BEST FRIEND	United States			VF Brands, Inc.	Unfiled Common Law Mark
COUNTRY CLASSIC	United States	1,513,742	11/22/1988	VF Brands, Inc.	Registered
DESIGN (STORK 1)	United States	1,399,722	7/01/1986	VF Brands, Inc.	Registered
DESIGN (STORK 2)	United States	1,026,896	12/09/1975	VF Brands, Inc.	Registered
GRILL CLASSICS	United States	(75/854,024)	(11/19/1999)	VF Brands, Inc.	Pending
HAMBURGER STACKERS	United States	(75/548,269)	(9/03/1998)	VF Brands, Inc.	Pending
MILWAUKEE'S & DESIGN	United States	578,795	8/18/1953	VF Brands, Inc.	Registered
OPEN PIT	United States	701,940	7/26/1960	VF Brands, Inc.	Registered
SANDWICH IMPROVEMENT	United States	1,858,743	10/18/1994	VF Brands, Inc.	Registered
SANDWICH STACKERS	United States	1,898,229	6/06/1995	VF Brands, Inc.	Registered

TRADEMARK SECURITY AGREEMENT

(Trademarks, Trademark Registrations, Trademark Applications and Trademark Licenses)

WHEREAS, VF BRANDS, INC., a Delaware corporation (herein referred to as the "**Company**") owns, or in the case of licenses, is a party to, the Trademark Collateral (as defined below);


WHEREAS, Company, the Banks party thereto, The Chase Manhattan Bank, as Syndication Agent, and Morgan Guaranty Trust Company of New York, as Administrative Agent and Collateral Agent, are parties to an Amended and Restated Credit Agreement dated as of September 30, 1998 (as amended from time to time, including by Amendment No. 1 to Amended and Restated Credit Agreement dated as of June 9, 1999 and Amendment No. 2 and Waiver No. 5 thereunder dated as of June 28, 2000, the "**Credit Agreement**") (capitalized terms used but not defined or otherwise identified herein shall have the meanings assigned thereto in the Credit Agreement);

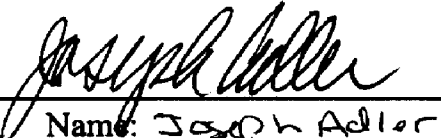
WHEREAS, pursuant to the terms of the Security Agreement dated as of September 30, 1998 (as such agreement may be amended, modified and/or supplemented from time to time, the "**Security Agreement**") among the Company, the Subsidiary Guarantors party thereto and Morgan Guaranty Trust Company of New York, as Collateral Agent for the Secured Parties referred to therein (in such capacity, together with its successors in such capacity, the "**Grantee**"), the Company has granted to the Grantee for the benefit of such Secured Parties a continuing security interest in or other Lien on substantially all the personal property (except certain excluded assets) of the Company, including all right, title and interest of Company in, to and under the Trademark Collateral (as defined below), whether now owned or existing or hereafter acquired or arising, to secure the Company's Secured Obligations (as defined in the Security Agreement);

WHEREAS, certain individuals (the "**Family Participating Lenders**") have entered into a Master Loan Participation Agreement dated as of August 2, 2000 (the "**Participation Agreement**"), pursuant to which they have agreed to purchase participations in certain loans made under the Credit Agreement;

IN WITNESS WHEREOF, the Company has caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the 07 day of August, 2000.

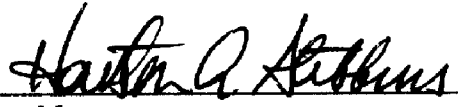
VF BRANDS, INC.

By: 
Name: Norma B. Carter
Title: Vice President

By: 
Name: Joseph Adler
Title: Vice President

Acknowledged:

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK, as Collateral Agent

By: 
Name:
Title:

TRADEMARKS

TRADEMARK	COUNTRY	REG. NO.	REG. DATE	RECORD OWNER	STATUS
SANDWICH STACKERS & DESIGN	United States	2,101,531	9/30/1997	VF Brands, Inc.	Registered
SANDWICH STACKERS (STYLIZED)	United States	2,101,623	9/30/1997	VF Brands, Inc.	Registered
SANDWICH ZESTERS	United States	(74/731,526)	(9/20/1995)	VF Brands, Inc.	Pending
SNACK'MMS	United States	1,952,990	1/30/1996	VF Brands, Inc.	Registered
STACKERS	United States	(75/637,530)	(2/10/1999)	VF Brands, Inc.	Pending
SUPER SANDWICH STACKERS & DESIGN	United States	2,103,371	10/7/1997	VF Brands, Inc.	Registered
SUPER SANDWICH STACKERS & DESIGN	United States	2,103,375	10/07/1997	VF Brands, Inc.	Registered
THAT'S THE BEST PICKLE I EVER HAD	United States	(75/787,113)	(8/27/1999)	VF Brands, Inc.	Pending
VLASIC	United States	699,512	6/14/1960	VF Brands, Inc.	Registered
VLASIC & DESIGN	United States	1,429,452	2/17/1987	VF Brands, Inc.	Registered
VLASIC & DESIGN (LOGO)	United States	(75/680,986)	(4/12/1999)	VF Brands, Inc.	Pending
VLASIC & DESIGN (STORK 3)	United States	1,890,639	4/18/1995	VF Brands, Inc.	Registered
VLASIC FARMS	United States	(75/455,865)	(3/24/1998)	VF Brands, Inc.	Pending

TRADEMARKS

TRADEMARK	COUNTRY	REG. NO.	REG. DATE	RECORD OWNER	STATUS
VLASIC FARMS FRESH WHOLE MUSHROOMS FRESHEST TASTE FINEST QUALITY	United States	(75/819,346)	(10/12/1999)	VF Brands, Inc.	Pending
VLASIC PICKLES TO GO!	United States	1,861,071	11/01/1994	VF Brands, Inc.	Registered
VLASIC SANDWICH ZESTERS	United States	(74/731,527)	(9/20/1995)	VF Brands, Inc.	Pending
YOUR SANDWICH'S BEST FRIEND	United States			VF Brands, Inc.	Unfiled Common Law Mark
COUNTRY CLASSIC	United States	1,513,742	11/22/1988	VF Brands, Inc.	Registered
DESIGN (STORK 1)	United States	1,399,722	7/01/1986	VF Brands, Inc.	Registered
DESIGN (STORK 2)	United States	1,026,896	12/09/1975	VF Brands, Inc.	Registered
GRILL CLASSICS	United States	(75/854,024)	(11/19/1999)	VF Brands, Inc.	Pending
HAMBURGER STACKERS	United States	(75/548,269)	(9/03/1998)	VF Brands, Inc.	Pending
MILWAUKEE'S & DESIGN	United States	578,795	8/18/1953	VF Brands, Inc.	Registered
OPEN PIT	United States	701,940	7/26/1960	VF Brands, Inc.	Registered
SANDWICH IMPROVEMENT	United States	1,858,743	10/18/1994	VF Brands, Inc.	Registered
SANDWICH STACKERS	United States	1,898,229	6/06/1995	VF Brands, Inc.	Registered