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OMB No. 0651-0027 (exp. 6/30/2005) TRADEM	FORM COVER SHEET U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
Crowley Foods, LLC Helluva Good LLC Rosenberger's Dairies, LLC Kemps Foods, LLC Individual(s) Association General Partnership Limited Partnership Corporation-State X Other: Each party is a Delaware Limited Liability Company Additional name(s) of conveying Yes party(ies) attached? X No 3. Nature of Conveyance: Assignment Merger Security Agreement Change of Name X Other: Memorandum of Trademark and Service Mark Security Interest Execution Date: April 5, 2004	S. Please record the attached original documents or copy thereof. 2. Name and address of receiving party(les): Name: Fleet National Bank Internal Address: Street Address: Street Address: 100 Federal Street City: Boston State: Massachusetts Zip: 02110 Individual(s) citizenship: Association: General Partnership: Limited Partnership: Corporation-State: X Other: National Banking Corporation If assignee is not demiciled in the United States, a domestic representative designation is attached: (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes X No
Application Number(s) or Registration Number(s): Se A. Trademark Application No.(s):	B. Trademark Registration No.(s):
Name: Joanne Wolforth Internal Address: Atty. Dkt.: FFG-246 Street Address: Ropes & Gray LLP One International Place State: MA Zip: 02110	X Yes No See attached Exhibit A. 6. Total Number of applications and registrations involved: 7. Total fee (37 CFR 3.41) \$ 2,640.00 Enclosed X Authorized to be charged to Deposit Account Authorized to be charged to credit card (Form 2038 enclosed) 3. Deposit account number: 18-1945 (Attach duplicate copy of this page if paying by deposit account)
9. Statement and signature: To the best of my knowledge and belief, the foregoing infotrue copy of the original document. Peggy Ho Name of Person Signing	nrmation is true and correct and any attached copy is a May 7, 2004
Total number of pages including cover sheet	

Exhibit A

TRADEMARKS AND SERVICE MARKS

Crowley:

		Tableyan			
AXELROD	Crowl	ey 73/786093	1576616		第25000000000000000000000000000000000000
AXELROD SINCE 1896 and Design		ey 73/786094		Registered Registered	09-Jan-2010 23-Jan-2010
BA-DA BEAN	Crowle	y 76/309301	N/A	Pending	
CALORIE LINE		y 72/378805	917801	Registered	N/A
COTTAGE 2 GO		y 76/397825	N/A	Pending	03-Aug-2011
CROWLEY		y 73/220171	1222752	Registered	N/A
CROWLEY AND DESIGN		y 73/220172	1224429	Registered	04-Jan-2013 18-Jan-2003
EASY-DIETER		y 73/285735	1215035	Registered	02-Nov-2002
FREEDOM SCOOPS	Crowle	y 76/533,572	N/A	Pending	N/A
GRABBA	Crowle	y 76/183155	2610582	Registered	20 4 2010
GRABBA JUICE		76/403305	N/A	Pending	20-Aug-2012
GRABBA MILK	Crowley	76/205859	2644130	Registered	N/A
GREEN'S (STYLIZED)		76/455125	N/A	Pending	29-Oct-2012 N/A
H HAGAN	Crowley	N/A	MD-20030008	Registered - State	00.7
H HAGAN AND DESIGN	Crowley		VA2873	Registered - State	02-Jan-2013 30-Mar-2011
H HAGAN AND DESIGN	Crowley	N/A	DE-27,797	Registered - State	28-Apr-2010
H HAGAN AND DESIGN	Crowley	N/A	WV-1,006,461	Registered - State	24-Apr-2010
H HAGAN AND DESIGN	Crowley	N/A	WV-1006792	Registered - State	14 Feb-2013
HAGAN (Crowley	N/A	VA2872	Registered - State	20.75 0000
	Crowley		DE-20,339	Registered - State	30-Mar-2011
HAGAN (rowley	N/A		Registered - State	06-Apr-2010
	rowley		MD200,000 957	Registered - State	24-Apr-2010
TT 1	rowley		MD200,000,956	Registered - State	05-May-2010 05-May-2010

HUACAN	المياشية				
HAGAN	Crowl	eyPA022462	PA-3113546		N
HAGAN		ey PA020665		Registered - State	
HAGAN and Design	Crowl	ey PA020666	PA-2935072	Registered - State	N.
HAGAN	Crowle	y OH026081	OH-1171348	Registered - State	
HAGAN and Design	Crowle	у ОН026266		- Interpreted Dittio	N/
FREEDOM SCOOPS	Crowle	y 76/533572	N/A	Pending	N/
SLAPSHOT SUNDAE	Crowle	y 76/533571	N/A	Pending	N/.
KIDS YOGURT	Crowle	y 74/305088	1840664	Registered	21 7 200
KWIK CHEF (STYLIZED)		y 74/192351	1701972	Registered	21-Jun-200 21-Jul-201
LIFE.STYLE.	Crowle	76/339313	N/A	Pending	NI //
LOVERS' KNOT STYLIZED)	Crowley	73/661156	1486260	Registered	N/A 26-Apr-2008
MAGGIO	Crowley	74/200048	1699264	Registered	07-Jul-2012
AAGGIO AND DESIGN	Crowley	73/544140	1393417	Registered	13-May-2006
MISCELLANEOUS DESIGN	Crowley	71/674905	614029	Registered	11-Oct-2005
IISCELLANEOUS ESIGN	Crowley	73/004747	1023857	Registered	28-Oct-2005
IISCELLANEOUS ESIGN	_		1697828	Registered	30-Jun-2012
IISCELLANEOUS ESIGN	Crowley	74/200050	1708452	Registered	18-Aug-2012
ISCELLANEOUS ESIGN	-		1727884	Registered	27-Oct-2012
ISCELLANEOUS ESIGN	j		1764695	Registered	13-Apr-2013
ISCELLANEOUS (ESIGN	- 1		1770237	Registered	11-May-2013
ISCELLANEOUS (ESIGN	Crowley	74/243378	1776662	Registered	15-Jun-2013
ACH BURGH (Crowley	6/309302	N/A	Pending	% Y/ 4
		·	1677794	Registered	N/A 03-Mar-2012
AKS OF C	rowley 7	3/814992	1623871	Registered	20-Nov-2010

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AND DESIGN		<u> </u>	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	in de la	证的依据的数据的数
PENN MAID		ley 71/67234			
PENN MAID		ley 73/00440		Registered	23-Aug-200
PENN MAID		ley 74/627949		Registered	31-Dec-200
PENN MAID AN		ley 71/373210		Registered	18-Jun-200
DESIGN			340020	Registered	27-Oct-200
PENN MAID AN DESIGN		ey 72/106835	764363	Registered	04-Feb-2004
PENN MAID AN DESIGN	D Crowl	ey 72/287940	877111	Registered	16-Sep-2009
PENN MAID DAIRY PRODUCTS ANI DESIGN		ey 71/677441	609254	Registered	19-Jul-2005
PENN MAID LIT (STYLIZED)		y 73/737794	1535541	Registered	18-Apr-2009
PENN MAID LITI AND DESIGN		y 73/737847	1535542	Registered	18-Apr-2009
PITTSBURGH POTHOLE	Crowle	y 76/390304	N/A	Pending	N/A
POCONO PAWS	Crowle	y 76/309303	N/A	Pending	NT/A
SHAKE TIME	Crowle	73/477480	1338244	Registered	N/A
SILVER PREMIUM	Crowley	74/013642	1623879	Registered	28-May-2005 20-Nov-2010
SLAPSHOT SUNDAE	Crowley	76/533,571	N/A	Pending	N/A
SKIM DELUXE	Crowley	76/340377	2649141	Registered	12-Nov-2012
SPORTABLES	Crowley	75/782254	2462656	Registered	
THE EVERYDAY INDULGENCE	Crowley	76/373148	2668847	Registered	19-Jun-2011 31-Dec-2012
THE FAMILY BRAND	Crowley	75/271046	N/A	Pending	N/A
THE FAMILY BRAND	Crowley	75/982644	N/A	Pending	N/A
THE ICE CREAM CLONE	Crowley	74/004569	1659236	Registered	01-Oct-2011
WEEKS	Crowley	76/474027	N/A	Pending	`\T/A
WEEKS STYLIZED)	Crowley	76/474028	N/A	Pending	N/A N/A
(STYLIZED)	Crowley	74/546221	1945170	Registered	02-Jan-2006

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Rosenberger:

ROSENBERGER'S ROSEN DAIRIES and	75/090055 2066848	Registered	03-Jun-2007
Design			

Kemps:

CHIEF	KEMP	S 73/29973	6123292	4 Registered	1 20 %
CRUNCHIE			.0 1232,2	+ Kegistered	29-Mar-2013
COOL IT	KEMP	S 73/24997	61219329	Registered	07-Dec-2012
DELECTO AND DESIGN	KEMP:	S 72/28062	6 848,295	Registered	30-Apr-2008
ELI LINDEMUTH'S	KEMPS	73/37445	9 1245939	Registered	19-Jul-2003
GIGGLE POPS	KEMPS	74/06506	31751438	Registered	09-Feb-2003
GREEN'S	KEMPS	74/190139	1722207	Registered	06-Oct-2012
GREEN'S MAXIMUM	KEMPS	75/598982	2348310	Registered	09-May-2010
MILK TO GO	KEMPS	75/603159	2507515	Registered	12 27 2011
NOBODY'S FUSSIER	KEMPS	73/495893	1351965	Registered	13-Nov-2011 30-Jul-2005
PENN FARMS	KEMPS	72/305484	873930	Registered	20 7 1 2000
PENN FARMS AND DESIGN	KEMPS	73/686739	1501527	Registered	29-Jul-2009 23-Aug-2008
PENSUPREME (STYLIZED)	KEMPS	73/273120	1212600	Registered	12-Oct-2012
SLEEK	KEMPS :	72/298242	873919	Registered	70 Ivl 2000
		73/021246		Registered	29-Jul-2009 27-Jan-2006
TUCQUAN I	KEMPS 7	73/474025	1319736	Registered	12-Feb-2005
VALLEY PAK	KEMPS 7	3/253567 1	384529	Registered	25-Feb-2006

<u>Heluva</u>:

BROOKWOOD FARMS AND DESIGN	HELUV	i .	PA- 2,909,451	Registered - State	22-Nov- 2004
COUNTRY GOURMET	HELUV	75/251758	2132699	Registered	27-Jan-2008
FATHER TIME,PRES. GEO.	HELUV	73/821686	1635602	Registered	19-Feb-2011

EXPERIENCE,					T			
SEC. DEATH &		- 1			1	1		
FATHER TIME'S	HEL	UV	73/821	684	159321	2 Register	ed	, .
HELUVA	HELI	IV	72/3369	374	895171	— <u>—</u>		201
HELUVA CHEE	SE HELI	TV :	71/42/4	7/ 4	276596			
HELUVA GOOD	HELL	TX 7 **	43369				-	20-Feb-201
		_[- 1	444649 Canada		ed	30-Jun-201
HELUVA GOOD	HELU	TV 7	4/6466	68	1968188	Registere	d	16-Apr
HELUVA GOOD COUNTRY GOURMET	HELU	V 7.	5/1178	85 2	2428638	Registere	d	2006 13-Feb-2011
MISCELLANEOU DESIGN		. 1				Registere	d (01-Sep-2010
ONE TASTE IS WORTH A THOUSAND WORDS	HELU	V 73	3/82168	35 1	602581	Registered	i	19-Jun-2010
ONE TASTE IS WORTH A THOUSAND WORDS AND DESIGN	HELU	72,	/10936	8 74	11369	Registered	!	27-Nov- 2012
YOU'LL LOVE IT. WE SWEAR.	HELUV	75/	278194	22	74822	Registered	\dagger	31-Aug-
BODACIOUS	Heluva	76/:	267045	27	11961	Registered	-	2009 29-April-
DARN GOOD CHEESE	Heluva	76/:	377729	274	46340	Registered	_	2013 05-Aug-
DINOSAUR	Heluva	76/2	299240	N/		Don Ji	<u> </u>	2013
IOW GOOD		į	84946			Pending		N/A
			V-7710	7.A/\f	1 j.	Pending	l	N/A

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CROWLEY FOODS, LLC ROSENBERGER'S DAIRIES, LLC KEMPS FOODS, LLC HELUVA GOOD LLC

MEMORANDUM OF TRADEMARK AND SERVICE MARK SECURITY INTEREST

This Memorandum of Trademark and Service Mark Security Interest, dated as of April 5, 2004, is among Crowley Foods, LLC, a Delaware limited liability company ("Crowley"), having a place of business at 95 Court Street, Binghamton, New York 13901, Rosenberger's Dairies, LLC, a Delaware limited liability company ("Rosenberger"), having a place of business at 847 Forty Foot Rd., Hatfield, Pennsylvania 19440, Kemps Foods, LLC, a Delaware limited liability company ("Kemps"), having a place of business at 1801 Hampstead Road, Lancaster, Pennsylvania 17601, Heluva Good LLC, a Delaware limited liability company (collectively with Crowley, Rosenberger and Kemps, the "Mark Owners"), having a place of business at 6551 Pratt Road, Sodus, New York 14551, and Fleet National Bank, as agent (the "Secured Party") under the Guarantee and Security Agreement (as defined below), having a place of business at 100 Federal Street, Boston, Massachusetts 02110.

- 1. Pursuant to the Amended and Restated Guarantee and Security Agreement dated as of April 5, 2004, as amended and in effect from time to time (the "Guarantee and Security Agreement"), among HP Hood LLC, a Delaware limited liability company, its subsidiaries from time to time party thereto, including the Mark Owners, and the Secured Party, the Mark Owners have granted to the Secured Party a security interest in certain trademarks, service marks and applications therefor listed in Exhibit A attached hereto and made a part hereof, in the respective names of the Mark Owners, together with the registrations thereof and goodwill symbolized thereby (collectively, the "Collateral").
- 2. The Mark Owners are the exclusive owners of all rights in the Collateral, including all rights to prosecute for unconsented use and infringement thereof. The Mark Owners have the capacity to grant to the Secured Party the security interests granted under the Guarantee and Security Agreement.

[The remainder of this page is intentionally left blank.]

The Mark Owners and the Secured Party have executed this Memorandum of Trademark and Service Mark Security Interest effective as of the date first above written.

Mark Owners:

CROWLEY FOODS, LLC

By
Title: Chairman

ROSENBERGER'S DAIRIES, LLC

By
Title: Chairman

KEMPS FOODS, LLC

By
Title: Chairman

HELUVA GOOD LLC

By
Title: Chairman

Secured Party:

FLEET NATIONAL BANK, as Agent

By ____

-2-

The Mark Owners and the Secured Party have executed this Memorandum of Trademark and Service Mark Security Interest effective as of the date first above written.

Mark Owners:	Secured Party:
CROWLEY FOODS, LLC	FLEET NATIONAL BANK, as Agent
By Title: Chairman	By
ROSENBERGER'S DAIRIES, LLC	
ByTitle: Chairman	
KEMPS FOODS, LLC	
By	
HELUVA GOOD LLC	
By	
—	

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CERTIFICATE OF FACSIMILE TRANSMISSION

I hereby certify that these papers are being transmitted by facsimile to the United States Patent & Trademark Office, Fax No. (703) 306-5995, on the date indicated below.

3/19/04

Date of Signature and Transmission

Name: Patricia A. Kenyon

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