

03/31/2006
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Form PTO-1394 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

REGISTRATION FORM COVER SHEET
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents of the new address(es) below.

1. Name of conveying party(ies):

Caine Foods, LP
114 S. Main Street
Ayer, MA 01432

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes
Additional names, addresses, or citizenship attached? No

Name: Eastern Bank
Internal Address: _____
Address: _____
Street Address: 265 Franklin Street
City: Boston
State: MA
Country: U. S. A. Zip: 02110

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other Bank citizenship _____

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)

3. Nature of conveyance (Execution Date(s) : _____)

Execution Date(s) March 30, 2006

Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) _____
B. Trademark Registration No.(s) 226210

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

Gaines

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

Name: James Cohen
Internal Address: _____
Street Address: 109 State Street
City: Boston
State: MA Zip: 02109
Phone Number: 617-371-1050
Fax Number: 617-371-1051
Email Address: jcohen@lora.com

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 2.8(b)(8) & 3.41) \$290.00

Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 1516
Expiration Date 03/07

b. Deposit Account Number _____
Authorized User Name _____

9. Signature: James H. Cohen 3/3/06
Signature Date
Name of Person Signing
Total number of pages including cover sheet, attachments, and document: 5

Documents to be recorded (including cover sheet) should be filed in (571) 273-0148, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1488, Alexandria, VA 22314-1488

OP \$290.00 76248416

RightFax

4/5/06 7:29 PAGE 004/007 Fax Server

EXHIBIT A

Federal Trademark Registrations

| <u>Trademark</u> | <u>Reg. /Ser. No.</u> | <u>Reg. Filing Date</u> |
|-----------------------------------|-----------------------|--------------------------|
| OXFORD | 0897447 | 08/25/1970 |
| CAINS | 0952196 | 01/30/1973 |
| RIVERA | 0968754 | 09/18/1973 |
| BRAVO ITALIANO | 1342925 | 06/18/1983 |
| OXFORD CUSTOM BLEND MAYONNAISE | 1437455 | 04/21/1987 |
| DELINAISE | 1803849 | 11/09/1993 |
| CAROLINE'S | 78/248,416 | 07/19/2005? |
| SANDWICH SENSATIONS | 1,282,134 | 09/28/1999 |
| OLDE CAPE COD | | |
| OLDE CAPE COD LOCAL FAVOURITES | 2422736 | 02/23/2001 |
| OLDE CAPE COD BLACK ANGUS | 2554557 78/586,467 | 04/02/2002 03/14/2003 |

CONDITIONAL ASSIGNMENT OF TRADEMARKS

This Conditional Assignment of Trademarks is dated as of this 30th day of March 2006 by and between Cains Foods, L.P., a Delaware limited partnership ("Cains") and Eastern Bank ("Secured Party").

WHEREAS, Cains is indebted to Secured Party under various promissory notes and other instruments of indebtedness (the "Indebtedness");

WHEREAS, Cains has granted a security interest in certain federally registered trademarks together with the goodwill associated therewith, to the Secured Party in order to secure the Indebtedness;

WHEREAS, the parties wish to file this conditional assignment of certain trademarks with the U.S. Patent and Trademark Office;

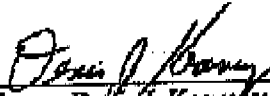
NOW THEREFORE, the parties hereto agree as follows:

1. Cains hereby grants to the Secured Party a security interest in, and conditionally assigns to Secured Party, those trademarks set forth in the attached Schedule A (the "Trademarks").
2. Secured Party hereby acknowledges that the within assignment is conditional only, and shall become an absolute assignment only upon Secured Party's exercise of its rights and remedies under its security agreement by and between Cains and Secured Party.
3. The address of Secured Party is:


265 Franklin Street
Boston, MA 02110

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed under seal by their duly authorized officers on the date first above written.

DEBTOR
Cains Foods, L.P.
By: DJK Foods, Inc., its General Partner


Name: Denis J. Keaveny
Title: President

SECURED PARTY
Eastern Bank


Name: Amy Lyons
Title: Vice President

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss.

On this 2nd day of March 2006, before me, the undersigned notary public, personally appeared Denis J. Keaveny, President of Cains Foods, L.P., proved to me through satisfactory evidence of identification, which was [check one] Actual photo identification; credible witness; or personal knowledge, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he/she signed it voluntarily for its stated purpose.


Notary Public
My commission expires: 5/25/09

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss.

On this 30th day of March 2006, before me, the undersigned notary public, personally appeared Amy L... of Eastern Bank, proved to me through satisfactory evidence of identification, which was (check one): photo identification; credible witness; or personal knowledge, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he/she signed it voluntarily for its stated purpose.

[Signature]
Notary Public
My commission expires: 9/25/09

