

05-20-1998

FORM PTC-150
1-31-92

REC
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



100715391

documents or copy thereof.

Tab settings => => =>

To the Honorable Commissioner of Patents

1. Name of conveying party(ies):
OF ACQUISITION CORP. (d/b/a Quality Foods)
 5501 Tabor Road
 Philadelphia, Pennsylvania 13120

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

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

2. Name and address of receiving party(ies):
 Name: FLEET CAPITAL CORPORATION
 Internal Address: _____
 Street Address: 200 Glastonbury Boulevard
 City: Glastonbury State: CT ZIP: 06033

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 05/05/98

MRD 5.15.98

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
SEE ATTACHED A

Additional numbers attached? Yes No

B. Trademark registration No.(s)
SEE ATTACHED A

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Federal Research Corp.
 1
 Internal Address: _____

 Street Address: 400 Seventh Avenue, N.W.
Suite 101
 City: _____ State: DC ZIP: 20004

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$240.00
 Enclosed
 Authorized to be charged to deposit account

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

RECEIVED
40E

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

Kim Brathwaite
 Name of Person Signing

[Signature]
 Signature

Date: _____

Total number of pages including cover sheet, attachments and document: 4

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

TRADEMARK
 REEL: 1727 FRAME: 0658

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated May 5, 1998, by and between QF ACQUISITION CORP. (d/b/a Quality Foods) and FLEET CAPITAL CORPORATION.

Registration No.
or Application No.

1,528,471

Mark

Tasty Chef

Registration or
Filing Date

3/7/89

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, QF Acquisition Corp (d/b/a Quality Foods), a corporation formed under the laws of the State of Delaware ("Company"), having a principal place of business at 5501 Tabor Road, Philadelphia, Pennsylvania 13120, has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Company is obligated to Fleet Capital Corporation ("Lender"), pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, among Custom Food Products, Inc., QF Acquisition Corp., CFP Holdings, Inc. and Lender, and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Company in favor of Lender (as each may be amended, supplemented, restated or otherwise modified from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Company is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Company does hereby assign unto Lender and grant to Lender a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Company expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: as of May 5, 1998

QF ACQUISITION CORP. (d/b/a Quality Foods)

Witness:

Eric Ek

By: Eric Ek

Name: Eric Ek

Title: Vice President and CFO

FLEET CAPITAL CORPORATION

Witness:

Thomas Mazale

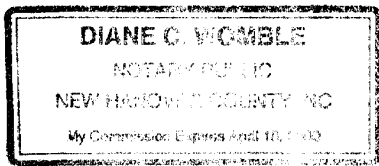
By: Thomas Mazale

Name: THOMAS MAZALE

Title: UDC President

STATE OF NC)
COUNTY OF New Hanover : ss.:

On this 20 day of April, 1998, before me personally came Erik Ek, to me known, who, being by me duly sworn, did depose and say that he is the Vice President and CFO of QF Acquisition Corp. (d/b/a Quality Foods), the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.



Diane C. Dombke
Notary Public

STATE OF NEW YORK)
COUNTY OF NEW YORK) : ss.:

On this 5th day of April, 1998, before me personally came Thomas M. Dale, to me known, who, being by me duly sworn, did depose and say that he is the V.P. of Fleet Capital Corporation, the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said corporation.

Lisa M. Vaccaro
Notary Public

LISA M. VACCARO
NOTARY PUB. C. STATE OF NEW YORK
NO. 02VA5049635
QUALIFIED IN NASSAU COUNTY
COMMISSION EXPIRES 9/18/99