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05-12-1998



SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings

100707472

To the Honorable Commissioner of Patents and Trademarks use attached original documents or copy thereof.

1. Name of conveying party(ies):

The B. Manischewitz Company, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other Limited Liability Company

- 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: May 1, 1998

2. Name and address of receiving party(ies):

Name: The Chase Manhattan Bank, as Agent

Internal Address:

Street Address: 500 Fifth Avenue

City: New York State: NY ZIP: 10020

- Individual(s) citizenship:
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- Other Banking Corporation

If assignee is not domiciled in the United States, a domestic representative designator 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)

75/004,690

B. Trademark Registration No.(s)

943,824 113,272
726,764 181,334

Additional numbers attached? Yes No

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

Name: Todd H. Greene, Esq.

Internal Address: Kaye, Scholer, Fierman,
Hays & Handler, LLP

Street Address: 425 Park Avenue
12th Floor

City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved: 18

7. Total fee (37 CFR 3.41) \$ 465.00

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

OK

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.

Jean Crawford

Name of Person Signing

Jean Crawford

Signature

5/1/98

Date

Total number of pages including cover sheet, attachments, and document: 8

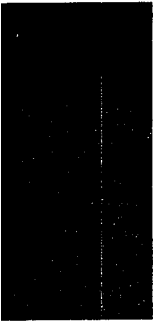
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Schedule 2-A

THE B. MANISCHEWITZ COMPANY, LLC REGISTERED TRADEMARKS/APPLICATIONS

<u>TRADEMARK</u>	<u>REFERENCE NO.</u>	<u>FILE DATE</u>	<u>APPLICATION NO.</u>	<u>REG. DATE</u>	<u>REG. NO.</u>	<u>STATUS</u>
Bakit	00524	8/20/71	400,760	9/26/72	943,824	Registered
Deborah Ross & Head of Woman	00520	9/29/60	105,446	1/23/62	726,764	Registered
Design Mark	00506	4/18/56	90,656	10/10/16	113,272	Registered
Design Star of David	00508	4/9/64	183,843	3/18/24	181,334	Registered
Fishlets	00515	12/19/58	64,638	12/29/59	690,635	Registered
Garlic Tams	00527	2/2/78	157,406	9/1/81	1,167,516	Registered
Manischewitz	00517	2/18/55	681,926	7/10/56	630,579	Registered
Manischewitz	00522	8/25/64	200,538	1/18/66	802,353	Registered
Manischewitz	00529	3/26/81	302,926	11/16/82	1,216,970	Registered
Manischewitz	00531	1/30/86	580,323	10/21/86	1,414,403	Registered
Manischewitz	08814	10/12/95	75/004,690			Pending
Manna	00510			10/18/27	234,050	Lapsed
Onion Tams Plus design	00530	9/3/82	383,634	1/10/84	1,263,740	Registered
Passover Pantry	06758	2/3/93	74/355,274	5/31/94	1,838,228	Registered
Star of David & Lion Design	00507	4/9/64	183,842	3/18/24	181,333	Registered

TRADEMARK
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Tam Tam	00511	1/30/39	415,405	3/31/42	394,250	Registered
Vege-Matzo	00564	10/27/72	439,530	8/14/73	966,177	Registered
Wheat Tams	00565	2/2/78	157,407	3/24/81	1,149,082	Registered

TRADEMARK
REEL: 1729 FRAME: 0006



ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, The B. Manischewitz Company, LLC, a Delaware limited liability company (herein referred to as "Assignor"), has adopted, used and is using the trademarks listed on the annexed Schedule 2-A, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Assignor is obligated to The Chase Manhattan Bank, a New York banking corporation, as agent (referred to herein as the "Assignee") for the benefit of (i) the lenders (the "Lenders") named in Schedules 2.01(a) and 2.01(b) of the Amended and Restated Credit Agreement dated as of the date hereof, by and among the Assignor, Millbrook Distribution Services Inc., the Lender, the Assignee and NationsBank, N.A., as Co-Agent (as amended, modified or supplemented from time to time in accordance with its terms, the "Credit Agreement") and (ii) for itself as issuer of the Letters of Credit and Assignor has entered into a Security Agreement and Mortgage-Patents, Trademarks and Copyrights dated the date hereof (the "Agreement") in favor of Assignee; and

WHEREAS, pursuant to the Agreement, Assignor has assigned to Assignee and granted to Assignee a security interest in all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, as defined in the Agreement;

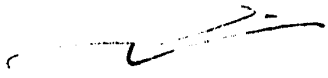
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby further assign unto Assignee and grant to Assignee a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

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

Assignee's address is 600 Fifth Avenue, New York, New York 10020.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be
duly executed by its officer thereunto duly authorized as of the 1st day of May, 1998.

THE B. MANISCHEWITZ COMPANY, LLC

By: 
Richard A. Bernstein, its Managing Member

Doc #1562315.NY

RECORDED: 05/04/1998

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TRADEMARK
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