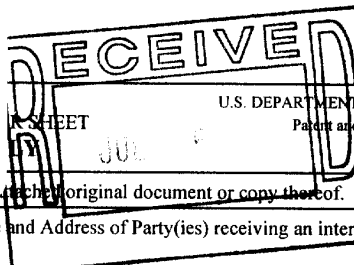


MRP 7-2-98

07-08-1998



100757002



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commi.

Attach original document or copy thereof.

1. Name of Party(ies) conveying an interest:

Fresh Foods, Inc.
One WSMP Drive
Claremont, North Carolina 28610

Individual(s) Association
 General Partnership Limited Partnership
 Corporation North Carolina
 Other

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

2. Name and Address of Party(ies) receiving an interest

Name: First Union Credit Corporation, As Agent
 Street Address: 301 South College Street
 Internal Address: One First Union Center, 5th Floor
 City: Charlotte State: North Carolina Zip: 28288

Individual(s) citizenship _____
 Association _____
 General Partnership _____

Limited Partnership _____
 Corporation North Carolina
 Other _____

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

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Notice of Grant of Security Interest In Trademarks

Effective Date: June 9, 1998

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

A. Trademark Application No.(s): See Attached Schedule A

Additional numbers attached? Yes No

B. Trademark Registration No.(s): See Attached Schedule A

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

Name: Mark H. Webbink, Esq.
 Internal Address: Moore & Van Allen, PLLC
 Street Address: 2200 West Main Street, Suite 800
 City: Durham State: NC ZIP: 27705

6. Total number of applications and registrations involved: 59

7. Total fee (37 CFR 3.4): \$ 1,490.00
 Enclosed
 Authorized to be charged to deposit account (Any Deficiency)

8. Deposit account number: 13-4365
 (Attach duplicate copy of this form if paying by deposit account):

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.

Mark H. Webbink, Esq. [Signature] 7/2/98
 Name of Person Signing Signature Date

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

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

07/07/1998 SMITH 00000128 75392520
 01 FC:481 40.00 DP
 02 FC:482 1450.00 DP

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.

Eva Crowell
 (Typed or printed name of person signing the certificate)

Eva Crowell
 (Signature of the person signing the certificate)

7-2-98
 (Date of Signature)

Schedule A

**Fresh Foods, Inc.
Marks Subject to Security Interest Granted to
First Union National Bank**

U.S. Pending Trademark Applications

Mark	Application Serial No.	Filing Date
H.E.L.P.S. HEALTHCARE ENTREE LOW PROP SELECTIONS	75/392,520	11/19/97
BOOMERANG	75/119,119	6/14/96

U.S. Registered Trademarks

Mark	Registration No.	Registration Date
MOM 'N' POP'S BUFFET & BAKERY and Design	1,802,454	11/2/93
WESTERN STEER STEAKS BUFFET BAKERY and Design	1,773,290	5/25/93
WESTERN STEER FAMILY RESTAURANT and Design	1,674,648	2/4/92
WESTERN STEER and Design	1,626,425	12/4/90
WESTERN STEER FAMILY STEAKHOUSE	1,403,394	7/29/86
WESTERN STEER	1,391,171	4/22/86
STEER and Design	1,384,755	2/25/86
Design Only	1,333,815	4/30/85
STEERBURGER	1,343,067	6/18/85
WESTERN STEER FAMILY STEAKHOUSE and Design	1,322,741	2/26/85
MOM 'N' POP'S and Design	1,341,238	6/11/85
MOM 'N' POP'S and Design	1,335,749	5/14/85
MOM 'N' POP'S	1,341,236	6/11/85
'FLUFFY' and Design	1,272,996	4/3/84
LITTLE RICHARD THE WESTERN STEER WS and Design	1,179,634	11/24/81
Design Only	1,214,411	10/26/82
WALTZING MATILDA	1,165,051	8/11/81
MOM'S KITCHEN	1,146,516	1/27/81
MOM 'N' POP'S and Design	1,095,528	7/4/78
MOM 'N' POP'S and Design	1,095,364	7/4/78
MOM 'N' POP'S	1,065,988	5/17/77
MOM 'N' POP'S	1,071,065	8/9/77
WESTERN STEER FAMILY STEAKHOUSE	1,068,735	6/28/77
FAST CHOICE	2,152,895	4/21/98
RIB-B-Q and Design	2,132,710	1/27/98
GLOBAL GRILL	2,112,383	11/11/97

Mark	Registration No.	Registration Date
PIERRE CLASSICS	2,052,456	4/15/97
FAST CHOICE	2,052,455	4/15/97
PIERRE MAIN STREET DINER	2,016,292	11/12/96
BREAKFAST ON THE GO!	2,005,805	10/8/96
SAUS-A-RAGE	1,928,706	10/17/95
PIZZA PARLOR SUB	1,926,623	10/10/95
LINK-N-DOG	1,917,400	9/5/95
DINE 'N WITH	1,912,699	8/15/95
CAFE PIERRE	1,876,055	1/24/95
QUICK-WICHES	1,784,320	7/27/93
CAFETERIA ADVENTURES	1,797,362	10/5/93
WONDERBITES	1,781,595	7/13/93
VILLA CINTI <HOUSE>	1,772,497	5/18/93
LEAN MAGIC	1,677,773	3/3/92
PIZZA PARLOR SANDWICH	1,642,199	4/23/91
TWO-FERS	1,599,764	6/5/90
RIB-B-Q	1,598,832	5/29/90
FRENCH TOAST BOAT and Design	1,626,155	12/4/90
FRENCH TOAST BOAT	1,554,935	9/5/89
LIKE MOM'S	1,517,327	12/20/88
MICRO-WICHES	1,505,035	9/20/88
TWO-FERS	1,505,013	9/20/88
COMMODITY MAGIC	1,331,238	4/16/85
HOT DIGGITY SUBS	1,388,435	4/1/86
HOT DIGGITY SUBS and Design	1,387,648	3/25/86
RIB-B-Q and Design	1,275,419	4/24/84
RIB-B-Q	1,270,954	3/20/84
RIB-B-Q and Design	1,276,424	5/1/84
RIB-B-Q	1,257,730	11/15/83
PIZZA PARLOR SANDWICH	1,270,140	3/13/84
GOLDDIGGERS	1,121,101	6/26/79

State Registered Trademarks

State	Mark	Registration No.	Registration Date
Ohio	PIERRE and Design	TM7,315	5/22/86

Canadian Registered Trademarks

Mark	Registration No.	Registration Date
RIB-B-Q and Design	TMA305,056	7/19/85
RIB-B-Q	TMA305,055	7/19/85

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of June 9, 1998 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and First Union Commercial Corporation, as Agent (the "Agent") for the financial institutions referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Filing</u>
-----------------------------	---	----------------------------------

See attached Schedule A

**TRADEMARK
APPLICATIONS**

<u>Trademark Application No.</u>	Description of Trademark <u>Item</u>	Date of <u>Filing</u>
---	---	----------------------------------

See attached Schedule A

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

FRESH FOODS, INC.

By: David R. Clark
Name: David R. Clark
Title: President

Acknowledged and Accepted:

FIRST UNION COMMERCIAL CORPORATION,
as Agent

By: [Signature]
Name: TODD A. WATSON
Title: RECTOR

MOORE & VAN ALLEN, PLLC

ATTORNEYS AT LAW

MARK H. WEBBINK
E-MAIL webbinkm@mvalaw.com
DIRECT DIAL 919 286-8048
DIRECT FAX 919-416-8348

2200 WEST MAIN STREET, SUITE 800
DURHAM, NORTH CAROLINA 27705-4652

TELEPHONE 919-286-8000
FACSIMILE 919-286-8199

PLEASE REPLY TO:
P. O. BOX 3843
DURHAM, NORTH CAROLINA 27702-3843
<http://www.mvalaw.com>

OTHER OFFICES:
CHARLOTTE, NC
RALEIGH, NC
CHARLESTON, SC

July 2, 1998

Commissioner of Patents and Trademarks
BOX ASSIGNMENTS
Washington, D.C. 20231

Via Certified Mail
Z 032 466 328

Re: Recordation of Notice of Grant of Security Interest in Trademarks.

Dear Sir/Madam:

Please find enclosed the following documents for recording with the Patent and Trademark Office.

1. Recordation Form Cover Sheet - Trademarks;
2. Notice of Grant of Security Interest in Trademarks, executed June 9, 1998 between Fresh Foods, Inc and First Union Commerical Corporation;
3. Check No. 26399 in the amount of One Thousand Four Hundred Ninety Dollars (\$1,490.00).

Sincerely yours,

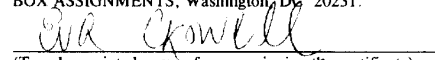
MOORE & VAN ALLEN, PLLC

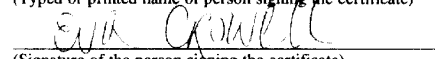


Mark H. Webbink

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner of Patent And Trademarks, BOX ASSIGNMENTS, Washington, DC 20231.


(Typed or printed name of person signing the certificate)


(Signature of the person signing the certificate)

7-2-98
(Date of Signature)