

10-9-98

10-14-1998

Patents To the F.
 Trademarks Please re



Remarks:
thereof.

1. Name of Party(ies) conveying an interest

100848920

Address of Party(ies) receiving an interest:

American Frozen Foods, Inc.
355 Benton Street
Stratford, CT 06497

10-9-98

Name: Coast Business Credit, a division of Southern Pacific Bank

Internal Address: Attention: Manager

Street Address: 12121 Wilshire Blvd., Suite 1111

City: Los Angeles

State: California

Zip: 90025

Entity:

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

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- General Partnership
- Corporation-State
- Other
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- Limited Partnership

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

3. Interest Conveyed:

- Assignment
- Security Agreement
- Other
- Association
- Limited Partnership

Execution Date: September 28, 1998

4. Application number(s), patent numbers, or registration number(s). Additional sheet attached:

- Yes
- No

1,573,615; 1,556,340; 1,222,776; 1,236,792; 1,236,793; 1,563,557; 1,290,361; 1,290,362; 1,582,788; 1,574,080

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

6. Number of applications, patents, or registrations involved:

10

Name: RETURN TO: Federal Research Corporation
 Internal Address: 400 Seventh St., N.W., Washington, DC 20004
 Street Address: Washington, DC 20004
 City: _____
 State: _____ Zip: _____

7. Amount of fee enclosed or authorized to be charged:

\$ 265 Filing Fee
Total \$265

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

10/13/1998 JSHABAZZ 00000055 1573615

01 FC:481 40.00 OP
 02 FC:482 225.00 OP

DO NOT USE THIS SPACE

9. Date of execution of attached document As of September 28, 1998

10. 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 documents.

October 8, 1998
Date

David W. James

Name of Person Signing

REEL: 1799 FRAME: 0011

TRADEMARK

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GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of September 21, 1998, is executed by American Frozen Foods, Inc. ("Borrower"), in favor of Coast Business Credit®, a division of Southern Pacific Bank, a California corporation ("Lender").

A. Pursuant to a Loan and Security Agreement dated as of the date hereof ("Loan Agreement") between Borrower and Lender, Lender has agreed to extend certain credit facilities to Borrower upon the terms and subject to the conditions set forth therein.

B. Borrower has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks");

C. Borrower has entered into a Security Agreement (Intellectual Property) dated the date hereof (the "Security Agreement") in favor of Lender; and

D. Pursuant to the Security Agreement, Borrower has granted to Lender a security interest in all right, title and interest of Borrower in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the Security Agreement;

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

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

Lender's address is:
Bank


Coast Business Credit, a division of Southern Pacific

12121 Wilshire Boulevard, Suite 1111
Los Angeles, California 90025
Attention: Division Manager
Telephone: (310) 820-6681
Telecopy: (310) 826-2884

IN WITNESS WHEREOF, Borrower has caused this Assignment to be executed
as of the day and year first above written.

"GRANTOR"

AMERICAN FROZEN FOODS, INC.

By: 
Name: RICH DAVATZ
Title: Pres.

ALL-PURPOSE ACKNOWLEDGMENT

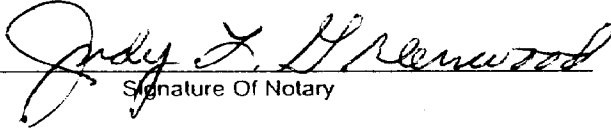
STATE OF Connecticut)
) ss. Stratford
COUNTY OF Fairfield)

On September 21, 1998, before me, Judy L. Greenwood
(Name and Title of Officer)

personally appeared Richard Davanzo

- personally known to me
-or-
- proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.


Signature Of Notary

JUDY L. GREENWOOD
NOTARY PUBLIC
MY COMMISSION EXPIRES JUL 31, 1997 *2002*

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

- Individual
- Corporate Officer
- _____ Title(s)
- Partner(s) Limited
- Attorney-In-Fact General
- Trustee(s)
- Guardian/Conservator
- Other: _____

Signer is representing:
Name Of Person(s) Or Entity(ies)

DESCRIPTION OF ATTACHED DOCUMENT

_____ Title Or Type Of Document
_____ Number Of Pages
_____ Date Of Document
_____ Signer(s) Other Than Named Above

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
FOR THE PRIME OF YOUR LIFE	United States	12/26/89	1,573,615
ENTREES BY MAIL	United States	9/12/89	1,556,340
AFF Logo	United States	1/04/83	1,222,776
AFF Logo	United States	5/03/83	1,236,792
AMERICAN FROZEN FOODS	United States	5/03/83	1,236,793
PRIME TIME and Shield Design	United States	10/31/89	1,563,557
PRIME TIME (block letters)	United States	8/14/84	1,290,361
PRIME TIME and Wheat Design	United States	8/14/84	1,290,362
AFF and Design	United States	2/13/90	1,582,788
ENTREES BY MAIL (Supp. Reg.)	United States	12/26/89	1,574,080

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

None.