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Final documents or copy thereof

To the Honorable Commissioner of Patents and T

1. Name of conveying party(ies):

Sultana Distribution Services Inc.

- Individual(s)
- General Partnership
- Corporation-State (NY)
- Other
- 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: as of December 31, 1998

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

Name: Marine Midland Bank

Internal Address: N/A

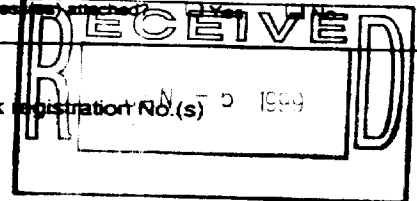
Street Address: One Marine Midland Center

City: Buffalo State: NY ZIP: 14203

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other a bank organized under the laws of the State of New York

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



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

A. Trademark Application No.(s)

See Exhibit A attached

B. Trademark Registration No.(s) 1999

None

Additional numbers attached? Yes No

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

Name: Christopher G. Dorman

Internal Address:

Street Address: Phillips, Lytle, Hitchcock, Blaine & Huber LLP

437 Madison Avenue, 34th Floor

City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$ 90.00 E

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

N/A

(Attach duplicate copy of this page 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.

Christopher G. Dorman
Name of Person Signing

Signature

12/31/98

Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

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

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01 FC:481
02 FC:482

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TRADEMARK

REEL: 1836 FRAME: 0740

EXHIBIT A

TRADEMARKS

<u>rademark Applications</u>	<u>Serial Number</u>	<u>Filed</u>
U-SELECT	75-422,705	January 26, 1998
MOBIL WAREHOUSE	75-478,735	May 4, 1998
CIRCUS TREATS AND DESIGN	75-505,245	June 19, 1998

NOTICE OF SECURITY INTEREST

Notice is hereby given that SULTANA DISTRIBUTION SERVICES INC., a New York corporation with an address at 600 Food Center Drive, Bronx, New York 10474 ("Debtor") has granted a security interest to Marine Midland Bank with a place of business located at One Marine Midland Center, Buffalo, New York 14203 ("Secured Party"), in and to all of its trademarks, including, without limitation, the trademarks listed on Exhibit A and the applications and registrations associated therewith, pursuant to an agreement between Debtor and Secured Party dated of even date herewith and as the same may be amended or supplemented from time to time.

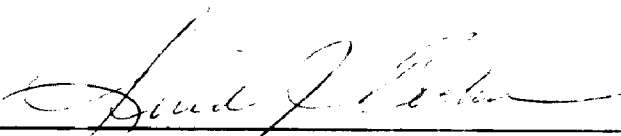
Dated: December 31, 1998

SULTANA DISTRIBUTION SERVICES
INC.

By 
Brian Gold, President

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

On this 31st day of December, 1998, before me personally came Brian Gold, to me known, who, being by me duly sworn, did depose and say that he is a President of Sultana Distribution Services Inc., 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.


Notary Public

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LINDA J. BOEHM
Notary Public, State of New York
No. 1804750467
Qualified in Westchester County
My Commission Expires Oct. 31, 1999

TRADEMARK
REEL: 1836 FRAME: 0742

EXHIBIT A

TRADEMARKS

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