

02-12-1999

Docket No. SM(140) N01

FORM PTO-1594
(Rev. 10-96)
OMB No. 0651-0011 (exp. 4/9



100965526

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

COVER SHEET RECEIVED
ONLY

To the Honorable Commissione

and the attached original documents or copy thereof.

1. Name of conveying party(ies):
Harris Trust and Savings Bank
M&P
2-8-99
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other

2. Name and address of receiving party(ies):
Name: Agrilink Foods, Inc.
Internal Address: _____
Street Address: 90 Linden Oaks
City Rochester State NY ZIP 14602
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No
3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Release of Security Interest

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

Execution Date: January 27, 1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Additional numbers attached? Yes No

B. Trademark registration No.(s) 1,138,496; 1,753,334;
1,718,416

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Robert V. Vickers
Internal Address: _____
Street Address: VICKERS, DANIELS & YOUNG
2000 TERMINAL TOWER
CLEVELAND, OHIO 44113-2235

6. Total number of applications and registrations involved: 3
7. Total fee(37 CFR 3.41):.....\$ 90.00
 Enclosed
 You are authorized to charge our deposit account for any additional fee required.
8. Deposit account number: 22-0347
A duplicate copy of this form is attached

02/11/1999 DMSUYEN 00000051 11304%
FC:401 40.00 OP
FC:402 50.00 OP

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.

ROBERT V. VICKERS

[Signature]

2/5/99

Name of Person Signing

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 and Trademarks
Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1853 FRAME: 0711

PARTIAL RELEASE

THIS PARTIAL RELEASE is given and made this 27 day of January, 1999 by Harris Trust and Savings Bank* having an office at 111 West Monroe Street, Chicago, Illinois (the "Bank") to and in favor of Agrilink Foods, Inc., having its executive offices at 90 Linden Oaks, Rochester, New York ("Agrilink Foods").

*, as Agent

1. **Background.** Pursuant to a Credit Agreement dated as of September 23, 1998 (the "Credit Agreement") the Bank acquired a security interest in substantially all of the assets of Agrilink Foods including but not limited to the trademarks listed on Exhibit A attached to this Partial Release (the "Trademarks") and the equipment and inventory listed on Exhibit B attached to this Partial Release (the "Specified Equipment and Inventory"), such security interest being evidenced by, among other things, a) the Security Agreement by and among Agrilink Foods, Kennedy Endeavors, Incorporated, Linden Oaks Corporation and the Bank, dated as of September 23, 1998 (the "Security Agreement"), (b) the Security Agreement re: Intellectual Property by and among Agrilink Foods, Kennedy Endeavors, Incorporated, Linden Oaks Corporation and the Bank, dated as of September 23, 1998 (the "IP Security Agreement") and (c) the Trademark Collateral Agreement between Agrilink Foods, dated as of September 23, 1998 (the "Trademark Security Agreement"). The Security Agreement, the IP Security Agreement and the Trademark Security Agreement shall hereinafter be referred to collectively as the "Security Agreements." Pursuant to, and in accordance with, the terms of the Credit Agreement, Agrilink Foods as entered into an agreement to sell certain of its assets, including the Trademarks and Specified Equipment and Inventory, which are subject to the Security Agreements.

2. **Partial Release.** In consideration of the sum of \$10.00 and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Bank, intending to be legally bound, hereby releases all of its right, title and interest in and to Trademarks, together with the goodwill symbolized by such marks, and the Specified Equipment and Inventory. The security interest of the Bank in the Trademarks and the Specified Equipment and Inventory is hereby unconditionally released.

3. **Additional Documentation.** The Bank hereby agrees to execute and deliver at the request of Agrilink Foods such additional documents, statements and certifications reasonably necessary to effectuate the Partial Release, including but not limited to UCC-3 financing statements.

IN WITNESS WHEREOF, the Bank, by and through its duly authorized representative has duly executed, and does hereby deliver, this Partial Release as of the day and year first above written.

HARRIS TRUST AND SAVINGS BANK, as Agent

Date: January 27, 1999

By: Karen L. Knudsen
Title: VICE PRESIDENT

STATE OF ILLINOIS)
COUNTY OF COOK)ss.:

On this 27 day of January, 1999, before me, the subscriber, personally came KAREN L. KNUDSEN to me known, who, being by me duly sworn, did depose and say that (s)he resides at _____ and that (s)he is the VICE PRESIDENT of HARRIS TRUST AND SAVINGS BANK, the corporation/bank described in and which executed the above instrument: and that (s)he signed his/her name thereto by order of the _____.

Lisa Brenza
Notary Public



TRADEMARK
REEL: 1853 FRAME: 0712

**Exhibit A
(Trademarks)**

SCHEDULE A

UNITED STATES

<u>Trademark</u>	<u>Registration No.</u>
Adams & Design	1,138,496
Adams No-Stir	1,753,334
Adams	1,718,416

CANADA

<u>Trademark</u>	<u>Registration No.</u>	<u>Serial No.</u>
Adams & Design	TMA 471,475	
Adams No-Stir		784,051

SCHEDULE B

<u>Trademark</u>	<u>Registration No.</u>	<u>State</u>
Adams Peanut Butter & Design	1,530	Alaska
Adams Peanut Butter	74,142	California
Adams Peanut Butter	10,207	Idaho
Adams Peanut Butter & Design	T14,069	Montana
Adams Peanut Butter & Design	None	Nevada
Adams Peanut Butter & Design	23446	Utah

Exhibit B
(Specified Equipment and Inventory)

FIXED ASSET LISTING

Prepared 01/12/99

Equipment	Model	Serial #	Asset #	System #	Net Bk Value
Case in-feed conveyor for ABC Decaser	Roach-live Roller	22400	22400	1203	6,578.95
Case out-feed conveyor for ABC Decaser	Roach-live Roller	125704	22391	1204	19,035.25
Case out-feed conveyor for ABC Decaser	Roach-live Roller	n/a	22392	1207	18,423.48
Container out-feed conveyor	Bevco w/flex chain	n/a	22403	1197	18,482.25
McBradey Jar cleaner	200	A48-2110	n/a	1220, 21	0.00
Hinds Bock Filler	SP-64	142	10877	1367, 69, 70	919.88
Spout Upgrade for Hind Bock filler	n/a	n/a	10877	1368	3,547.82
Consolidated Capper	TG4-15	6532	20097	1421	65,829.33
Change Parts-Capper 12oz-80oz	n/a	n/a	20097	1423	1,578.80
Consolidated Cap Sorter	F36	n/a	20104	1413	6,729.99
Consolidated Cap Elevator	EA8	6532	20102	1422	4,100.07
Lepel Cap Sealer	TR2000	9026	20100	1419	6,645.42
Krones Polymatic Labeler	n/a	17432	20099	1415, 16	0.00
Change Parts 12oz-80oz	n/a	n/a	20099	1417, 18 & 1229	25,651.54
Conveyor-Labeler to Casepacker	Bevco w/ Rex chain	n/a	22409	1206	13,669.59
Image Bottle Coder (Inkjet Printer)	Jamie 1000	105395116218	22410	1434	3,116.64
Hartness Case Packer	n/a	8532	22389	1219	65,373.18
Bevco Conveyor into Case Packer	Bevco table top	n/a	22390	1200	3,765.98
MARQ Case Sealer	QZCAM-RH-C	n/a	20051	1426	721.33
Full Case Conveyor (in-feed)	Roach -belt incline	125719-2	22394	1199	1,022.23
Diagraph Case Printer	n/a	n/a	22396	1428	1,138.05
Diagraph Case Printer	n/a	n/a	22399	1425	685.37
Diagraph Bar Code Printer	n/a	n/a	n/a	3446	69,645.78
Hollomatic Filler Rebuild & Reinstall	n/a	n/a	10890	1317, 18	11,431.12
Change Parts 48oz-80oz - Holomatic	n/a	n/a	10890	1315, 16	0.00
Hopper-Holomatic	n/a	n/a	10890	1314	0.00
Outfeed Conveyors-Holomatic	Nalley's table top deester	n/a	10891	1354, 55	529.65
Vacuum Pan (tank Crepaco Vacuum)	Crepaco	12100	10871	1361, 62	0.00
Vacuum & Tank Deaerator	Crepaco	12149	11315	1277, 78	0.00
Thermutator Heat Exchanger & Reinstall	S72-L	n/a	10947	1362, 83	19,386.13
Graco 10:1 Bulldog Drum Pump w/Ram	208-360	LB4J	n/a	2724	17,547.47
Barrels and Dollies for Peanut Butter line	n/a	n/a	n/a	1432	1,182.37
TOTALS					386,737.67

TRADEMARK
REEL: 1853 FRAME: 0717

SCC	Bulk	Pack	Description	Fill Weight Pounds	Ship Weight Pounds	FY98 Std Cost	INVENTORY QUANTITY
4131505580	901802	10001	288/80 Z ADM CRUNCHY OLD FASHION PEANUT BUTTER	1,440.00	1,351.00	\$1,353.55	
4131505040	901807	10153	1/35# CTN ADM NO STIR CREAMY PEANUT BUTTER	35.00	36.11	\$ 28.18	
4131500560	901801	10154	1/35# TUB ADM OLD FASHION CREAMY PEANUT BUTTER	35.00	36.70	\$ 30.01	
4131501560	901802	10155	1/35# TUB ADM OLD FASHION CRUNCHY PEANUT BUTTER	35.00	36.70	\$ 30.01	
4131502560	901805	10156	1/35# TUB ADM HOMOGENIZED CREAMY PEANUT BUTTER	35.00	36.70	\$ 29.01	
4131505482	901807	10276	6/80 Z ADM CREAMY NO STIR PEANUT BUTTER	30.00	32.70	\$ 27.87	
4131505582	901808	10278	6/80 Z ADM CRUNCHY NO STIR PEANUT BUTTER	30.00	32.70	\$ 27.87	
4131505034	901816	10318	12/1 KG LTD ADM CREAMY OLD FASHION PEANUT BUTTER	26.46	42.11	\$ 26.38	
4131505134	901817	10319	12/1 KG LTD ADM CRUNCHY OLD FASHION PEANUT BUTTER	26.46	42.11	\$ 26.38	
4131502915	901816	10320	6/2 KG LTD ADM CREAMY OLD FASHION PEANUT BUTTER	26.46	27.93	\$ 24.63	
4131500036	901801	10589	8/38 Z ADM CREAMY OLD FASHION PEANUT BUTTER	18.00	28.50	\$ 17.90	
4131505126	901802	10590	8/36 Z ADM CRUNCHY OLD FASHION PEANUT BUTTER	18.00	28.50	\$ 17.90	
4131500026	901801	10649	10/26 Z ADM CREAMY OLD FASHION PEANUT BUTTER	16.25	26.08	\$ 17.21	
4131501026	901802	10650	10/26 Z ADM CRUNCHY OLD FASHION PEANUT BUTTER	16.25	26.08	\$ 17.21	
4132105440	901805	10654	6/40 Z NFF CREAMY PEANUT BUTTER	15.00	16.44	\$ 13.67	
4131505441	901821	10655	6/40 Z EXP NFF CREAMY PEANUT BUTTER	15.00	16.44	\$ 13.68	
4132105540	901806	10656	6/40 Z NFF CRUNCHY PEANUT BUTTER	15.00	16.44	\$ 13.71	
4131505431	901821	10690	12/18 Z EXP NFF CREAMY PEANUT BUTTER	13.50	15.23	\$ 13.01	
4131505531	901823	10693	12/18 Z EXP NFF CRUNCHY PEANUT BUTTER	13.50	15.23	\$ 13.05	
4131500017	901816	10705	12/500 G LTD ADM CREAMY OLD FASHION PEANUT BUTTER	13.23	21.96	\$ 13.77	
4131501017	901817	10706	12/500 G LTD ADM CRUNCHY OLD FASHION PEANUT BUTTER	13.23	21.96	\$ 13.77	
4131504017	901818	10707	12/500 G LTD ADM US CREAMY OLD FASHION PEANUT BUTTER	13.23	21.96	\$ 13.83	
4131505017	901819	10708	12/500 G LTD ADM CRUNCHY US OLD FASHION PEANUT BUTTER	13.23	21.96	\$ 13.86	
4131500016	901801	10748	12/16 Z ADM CREAMY OLD FASHION PEANUT BUTTER	12.00	20.23	\$ 12.43	
4131505035	901807	10749	12/16 Z ADM CREAMY NO STIR PEANUT BUTTER	12.00	20.23	\$ 12.52	
4131501016	901802	10750	12/16 Z ADM CRUNCHY OLD FASHION PEANUT BUTTER	12.00	20.23	\$ 12.43	
4131505135	901808	10751	12/16 Z ADM CRUNCHY NO STIR PEANUT BUTTER	12.00	20.23	\$ 12.52	
4131504016	901803	10752	12/16 Z ADM CREAMY OLD FASHION PEANUT BUTTER	12.00	20.23	\$ 12.50	
4131505016	901804	10753	12/16 Z ADM CRUNCHY OLD FASHION PEANUT BUTTER	12.00	20.23	\$ 12.50	
4132105230	901814	10813	12/12 Z EXP NFF CREAMY PEANUT BUTTER	9.00	10.68	\$ 9.84	
4132105330	901815	10815	12/12 Z EXP NFF CRUNCHY PEANUT BUTTER	9.00	10.68	\$ 9.79	
4131505801	901803	11082	1/10# CHOPPED PEANUTS	10.00	10.48	\$ 8.96	

TRADEMARK

RECORDED: 02/08/1999

REEL: 1853 FRAME: 0718