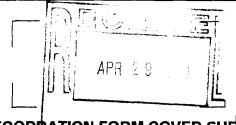
FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

meD 4-29-99



05-04-1999

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RECORDATION FORM COVER SHEET

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies). Submission Type Assignment Conveyance Type Assignment License Resubmission Resubmission Correction of PTO Error Reel # Frame # Change of Name Corrective Document Reel # Frame # Change of Name Conveying Party Mark if additional names of conveying parties attached Month Day Year Name G POODS ACQUISITION LLC Individual General Partnership Limited Partnership Corporation Association X Other LIMITED LIABILITY COMPANY X Citizenship/State of Incorporation/Organization DELAWARE DBA/AKAITA Composed of Address (line 2) NEW YORK Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of domestic representative should be attached. X Other BANKING CORPORATION X Citizenship/State of Incorporation/Organization NEW YORK FOR OFFICE USE ONLY PART OF TURE Assignment License License License License License License Liffsctive Date Month Day Year Od 22 99 Change of Name Effective Date Month Day Year Od 22 99 Corporation Association DELAWARE Corporation Journal of Receiving parties attached Address (line 2) NEW YORK Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of domestic representative should be attached. (Resignation and the receiving party is not domiciled in the United States, an appointment of domestic representative should be attached. (Resignation and the receiving party is not domiciled in the United States, an appointment of domestic representative should be attached. (Resignation and the receiving party is not domiciled in the United States, an appointment of domestic representative should be attached. (Resignation and the receiving party is not domiciled in the United States, an appointment of domestic representative should be atta			MARKS UNLY	
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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Budget Package 0851-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

FORM PTO Expires 06/30/99 OMB 0651-0027	-1618 B	Page 2	DECE	U.S.Department of Commerce Patent and Trademark Office			
Domestic Representative Name and Address Enter for the first Receiving Party only.							
Name			APR 25) 1999 -			
Address (line 1)							
Address (line 2)							
Address (line 3)							
Address (line 4)							
Correspond	lent Name and Add	ress Area Code and Tele	ephone Number (212	2) 836-8790			
Name	THOMAS J. MCNII	FF, ESO.					
Address (line 1)	KAYE, SCHOLER,	FIERMAN, HAYS & HA	ANDLER, LLP				
Address (line 2)	425 PARK AVENUI	E					
Address (line 3)	NEW YORK						
Address (line 4)	NY 10022-3598						
Pages	Enter the total number	r of pages of the attache	ed conveyance docur	nent # [2			
3	including any attachm		•	# 3			
	• •	(s) or Registration	• • • • • • • • • • • • • • • • • • • •	Mark if additional numbers attached			
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75-422,15	9		1840753				
Number of Properties Enter the total number of properties involved. # 9							
Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$240.00							
Method of Deposit Ad		Enclosed X Depos	sit Account	240.00			
(Enter for pa	yment by deposit account or	if additional fees can be charg Deposit Account Num	ged to the account.) ber: #				
		Authorization to charg	ge additional fees:	Yes No			
Statement ar	d 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. Charges to deposit account are authorized, as indicated herein.							
Jean (rawford	_ Rean h	u	4/27/99			
Name o	f Person Signing	Signa	ature	Date Signed			

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, G Foods Acquisition LLC, a Delaware limited liability company (herein referred to as "<u>Assignor</u>"), has adopted, used and is using the trademarks listed on the annexed <u>Schedule 2-A</u>, which trademarks are registered in the United States Patent and Trademark Office (the "<u>Trademarks</u>");

WHEREAS, Assignor is obligated to The Chase Manhattan Bank, a New York banking corporation, as agent (referred to herein as the "Assignee") for (i) the lenders (the "Lenders") named in Schedules 2.01(a) and 2.01(b) of the Second Amended and Restated Credit Agreement, dated as of the date hereof, among Geneva Ingredients, Inc. ("Geneva"), FlavTek, Inc. ("FlavTek"), the Assignor, the guarantors named therein (the "Guarantors"), Fleet National Bank, the Lenders and the Assignee (as amended, modified or supplemented from time to time in accordance with its terms, the "Credit Agreement") and (ii) for itself party to the Rate Agreements, and Assignor has become party to the Security Agreement and Mortgage - Trademarks and Patents, dated as of October 9, 1998, executed by FlavTek in favor of Assignee, as amended by the Amendment Agreement, dated as of the date hereof, among Geneva, FlavTek, Assignor, Geneva Flavorings Inc., Hillside Capital Incorporated and Assignee (as so amended, the "Agreement"); and

WHEREAS, pursuant to the Agreement, Assignor has assigned to Assignee and granted to Assignee a security interest in, and mortgage on, 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, including, without limitation, 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 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, and mortgage on, 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 and mortgage on 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, Fourth Floor, New York, New York 10020.

Doc #1697054.NY

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IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 22nd day of April, 1999.

G FOODS ACQUISITION LLC

By: GENEVA INGREDIENTS, INC., its sole

member

Ву:

Name: Philip L. Fitting Title: Treasurer and Secretary

Doc #1697054.NY

SCHEDULE 2-A TO ASSIGNMENT FOR SECURITY

TRADEMARKS

<u>Trademark</u>	Reg. Date	<u>Reg. No.</u>
GFF (and Design)	January 23, 1996	1951560
GFF (and Design)	January 23, 1996	1951559
RYBO	June 21, 1994	1840753
GF (Stylized)	March 14, 1995	1883719
GF (Stylized)	March 14, 1995	1884066
Trademark Application	Filing Date	Serial No.
GILETTECH	January 23, 1998	75-422,161
GILETTECH	January 23, 1998	75-422,160
GILETTECH	January 23, 1998	75-422,159
GILETTECH	January 23, 1998	75-422,158

Doc #1697054.NY

RECORDED: 04/29/1999