

06-10-1999

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Our Ref.: 21730-0044 US

101059002

To the Commissioner of Patents and Trademarks:
Please record the attached original documents or copy thereof.

ATTN: BOX ASSIGNMENT

1. Name of conveying party(ies): AmeriFoods Companies, Inc.
A Delaware corporation

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

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

Name: York Foods, Inc.
A Pennsylvania corporation

Street Address:
1050 West College Avenue

City: York State: PA Zip: 17404
Domestic Representative designation attached? Yes No

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Effective Date: May 12, 1999 Execution Date: May 12, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 615,939, 1,453,346,
1,598,833, 686,975, 1,479,787, 1,877,784, 1,960,360

Additional numbers attached: Yes No

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

Name: A. J. Zottola, Esq.

Internal Address: Morgan, Lewis & Bockius LLP
Attn: TMSU

Street Address: 1800 M Street, N.W.
City: Washington State: DC Zip: 20036

6. Total number of applications and trademarks involved: 7

7. Total fee (37 C.F.R §3.41): \$190.00
 Enclosed
 Authorized to be charged to deposit account 13-4520
 Debit insufficiency or credit over payment to Deposit Account No. 13-4520

8. Deposit account number: 13-4520
Attach duplicate of page if paying by deposit account

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.

A. J. Zottola
Name of Person Signing

Signature

6/7/99
Date

06/09/1999 MTHAI1 00000218 615939

Total number of pages including cover sheet, attachments and documents: 3

01 FC:481 40.00 DP
02 FC:482 150.00 DP

SCHEDULE A

Mark	Registration Number	Registration Date
CABANA (Stylized)	1,877,784	February 7, 1995
CABANA (Stylized)	1,960,360	March 5, 1996
MRS. IHRIES (Stylized)	615,939	November 8, 1955
COLLEGE PARK	1,453,346	August 18, 1987
CRUNCH BUNCH	1,598,833	May 29, 1990
LG	686,975	October 20, 1959
LOTS OF GOODNESS	1,479,787	March 8, 1988

TRADEMARK ASSIGNMENT

This Trademark Assignment is made by Amerifoods Companies, Inc., a Delaware corporation, East 80 Route 4, Suite 305, Paramus, New Jersey 076522 ("ASSIGNOR"), in favor of York Foods, Inc., a Pennsylvania corporation, 1050 West College Avenue, York, Pennsylvania 17404 ("ASSIGNEE").

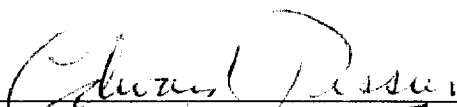
A. ASSIGNOR owns all right, title and interest in and to the marks listed in Schedule A (hereinafter, the "Marks"), the registrations therefor, and the goodwill developed through the use of the Marks;

B. ASSIGNEE desires to acquire all right, title and interest, including all trademark rights, in and to the Marks and the registrations therefor, and the goodwill developed through the use of the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which the parties hereby acknowledge, ASSIGNOR hereby assigns to ASSIGNEE, the entire right, title, and interest in and to the Marks and the registrations for the Marks as identified above, and the goodwill of the business connected with the Marks. All rights and privileges, including the right to sue for past infringement, granted and secured by any of the items assigned to Assignee under the Assignment will be held and enjoyed by ASSIGNEE, its successors, assigns and other legal representatives.

Signed as of this 12 day of MAY, 1999.

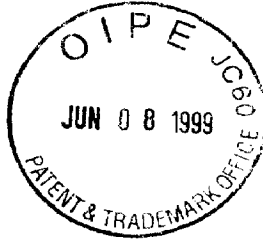
AMERIFOODS COMPANIES, INC.

By: 
Name: EDWARD TESSIER
Title: President

1800 M Street, N.W.
Washington, D.C. 20036-5869
202-467-7000
Fax: 202-467-7176

**Morgan, Lewis
& Bockius LLP**
C O U N S E L O R S A T L A W

Armand J. Zottola III
(202) 467-7446



June 8, 1999

VIA HAND DELIVERY

Assistant Commissioner for Trademarks
Box Assignments
2900 Crystal Drive
Arlington, Virginia 22202-3513

Attention: Assignment Branch

Re: Recordation of Assignment
 Our Ref.: 21730-0044

Dear Sir or Madam:

I enclose for recording at the Assignment Branch of the U.S. Patent and Trademark Office ("PTO") a Trademark Assignment from AmeriFoods Companies, Inc., a Delaware corporation, to York Foods, Inc, a Pennsylvania corporation. This assignment is being filed to update record title to the seven (7) trademark registrations listed on the attached Recordation Cover Sheet.

The details of this recording are set forth in the enclosed Recordation Form Cover Sheet in compliance with PTO Rules. In addition, we enclose a check in the amount of \$190.00 to cover the recordation fee. Please charge any additional fees to the deposit account of Morgan, Lewis & Bockius LLP, Account No. 13-4520.

Please call me if you have any questions. Thank you for your assistance with this matter.

Sincerely,

A. J. Zottola

Enclosures

cc: James R. Sims III (w/o encl.)

1-WA/1242453.1

Philadelphia Washington New York Los Angeles Miami Harrisburg Pittsburgh Princeton
 London Brussels Frankfurt Tokyo Singapore Jakarta

RECORDED: 06/08/1999

TRADEMARK
REEL: 001909 FRAME: 0140