

07-20-1999

FORM PTC-159  
1-31-92

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

7-16-99



101093378

Tab settings => =>

To the Honorable Commiss

ned original documents or copy thereof.

1. Name of conveying party(ies):

QFAC, LLC  
5501 Tabor Road  
Philadelphia, Pennsylvania 19120

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State: Delaware
- Other \_\_\_\_\_

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other Amendment: Amend previously recorded Reel/Frame 1727/0654; to change name of conveying party to QFAC, LLC as a result of a Merger. [See Attached Certificate of Merger.]

Execution Date: June 28, 1999

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

Name: FLEET CAPITAL CORPORATION

Internal Address: \_\_\_\_\_

Street Address: 200 Glastonbury Boulevard

City: Glastonbury State: CT ZIP: 06033

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Rhode Island
- Other \_\_\_\_\_

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 ATTACHMENTS

B. Trademark registration No.(s)

1528471

SEE ATTACHMENTS

Additional numbers attached?  Yes  No

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

Name: Federal Research Corp.

Internal Address: \_\_\_\_\_

Street Address: 400 Seventh Avenue, N.W.

Suite 101

City: \_\_\_\_\_ State: DC ZIP: 20004

6. Total number of applications and registrations involved: \_\_\_\_\_

1

7. Total fee (37 CFR 3.41): \$40<sup>00</sup>

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

07/19/1999 MTHAI1 00000124 1528471

DO NOT USE THIS SPACE

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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

Kim Brathwaite

Name of Person Signing

Signature

7/12/99

Date

Total number of pages including cover sheet, attachments and document: \_\_\_\_\_

7

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

TRADEMARK  
REEL: 001928 FRAME: 0925

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated May 5, 1998, by and between QF ACQUISITION CORP. (d/b/a Quality Foods) and FLEET CAPITAL CORPORATION.

Registration No.  
or Application No.

1,528,471

Mark

Tasty Chef

Registration or  
Filing Date

3/7/89

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 06/28/1999  
991263406 - 3029221

**CERTIFICATE OF MERGER  
OF  
QF ACQUISITION CORP.  
WITH AND INTO  
QFAC, LLC**

Pursuant to Section 18-209 of the Limited Liability Company Act of the State of Delaware (the "LLC Act"), QFAC, LLC, a Delaware limited liability company ("LLC"), hereby certifies the following in connection with the merger (the "Merger") of QF ACQUISITION CORP., a Delaware corporation ("QFAC"), with and into LLC.

1. Name and State of Formation or Organization. The name and state of formation or organization, as the case may be, of LLC and QFAC, which are the only constituent entities in the Merger, are:

Name	State
QFAC, LLC	Delaware
QF Acquisition Corp.	Delaware

2. Agreement of Merger. The Agreement of Merger dated as of June 28, 1999 between LLC and QFAC (the "Agreement of Merger"), setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of LLC and QFAC in accordance with the provisions of Section 18-209 of the LLC Act.

3. Name of Surviving Company. The name of the surviving limited liability company (the "Surviving Company") is QFAC, LLC.

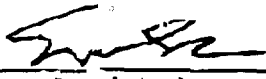
4. Certificate of Formation of Surviving Company. The Merger shall be effective upon the filing of this Certificate of Merger in the Office of the Secretary of State of the State of Delaware. Subsequent to the effective time of the Merger, the Certificate of Formation of LLC shall be the Certificate of Formation of the Surviving Company until altered, amended or repealed as provided in the LLC Act.

5. Agreement of Merger on File. The executed Agreement of Merger is on file at the office of the Surviving Company, the address of which is 3501 Tabor Road, Philadelphia, PA 19120.

6. Copy of Agreement of Merger. A copy of the Agreement of Merger will be furnished by the Surviving Company, on request and without cost, to any stockholder of QFAC or any member of LLC who forwards a written request to the Surviving Company at its address which is 3501 Tabor Road, Philadelphia, PA 19120.

30<sup>th</sup> day of JUN, 1999. IN WITNESS WHEREOF, this Certificate of Merger has been executed this

QFAC, LLC

By   
Name: Eric W. Ehr  
Title: Secretary

**TRADEMARK ASSIGNMENT OF SECURITY**

WHEREAS, QF Acquisition Corp (d/b/a Quality Foods), a corporation formed under the laws of the State of Delaware ("Company"), having a principal place of business at 5501 Tabor Road, Philadelphia, Pennsylvania 13120, has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Company is obligated to Fleet Capital Corporation ("Lender"), pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, among Custom Food Products, Inc., QF Acquisition Corp., CFP Holdings, Inc. and Lender, and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Company in favor of Lender (as each may be amended, supplemented, restated or otherwise modified from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Company is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Company does hereby assign unto Lender and grant to Lender a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Company expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: as of May 5, 1998

QF ACQUISITION CORP. (d/b/a Quality Foods)

Witness:

Diane C. [Signature]

By: [Signature]

Name: Eric Ek  
Title: Vice President and CFO

FLEET CAPITAL CORPORATION

Witness:

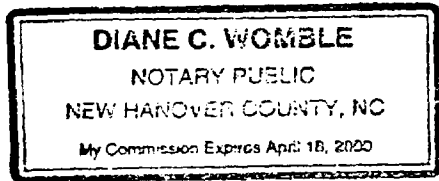
[Signature]

By: [Signature]

Name: THOMAS MAZALE  
Title: VICE PRESIDENT

STATE OF NC  
COUNTY OF New Hanover : ss.:

On this 30 day of April, 1998, before me personally came Erik Ek, to me known, who, being by me duly sworn, did depose and say that he is the Vice President and CFO of QF Acquisition Corp. (d/b/a Quality Foods), 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.



Diane C. Womble  
Notary Public

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

On this 5th day of April, 1998, before me personally came Thomas Maiale, to me known, who, being by me duly sworn, did depose and say that he is the V.P. of Fleet Capital Corporation, the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said corporation.

Lisa M. Vaccaro  
Notary Public

LISA M. VACCARO  
NOTARY PUBLIC, STATE OF NEW YORK  
NO 02VA5049635  
QUALIFIED IN NASSAU COUNTY  
COMMISSION EXPIRES 9/18/99

JUL.13.1999 4:46PM



UNITED STATES DEPARTMENT OF COMMERCE  
 Patent and Trademark Office  
 ASSISTANT SECRETARY AND COMMISSIONER  
 OF PATENTS AND TRADEMARKS  
 Washington, D.C. 20231

JULY 16, 1998

PTAS



FEDERAL RESEARCH CORP  
 KIM BRATHWAITE  
 400 SEVENTH AVENUE, N.W.  
 SUITE 101  
 WASHINGTON, D.C. 20004

UNITED STATES PATENT AND TRADEMARK OFFICE  
 NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 05/15/1998

REEL/FRAME: 1727/0654  
NUMBER OF PAGES: 4

BRIEF: ASSIGNMENT OF AN UNDIVIDED PART OF ASSIGNOR'S INTEREST

## ASSIGNOR:

QF ACQUISITION CORP. (D/B/A  
 QUALITY FOODS)

DOC DATE: 05/05/1998  
 CITIZENSHIP: DELAWARE  
 ENTITY: CORPORATION

## ASSIGNEE:

FLEET CAPITAL CORPORATION  
 200 GLASTONBURY BOULEVARD  
 GLASTONBURY, CONNECTICUT 06033

CITIZENSHIP: RHODE ISLAND  
 ENTITY: CORPORATION

APPLICATION NUMBER: 73744081  
 REGISTRATION NUMBER: 1528471

FILING DATE: 08/04/1988  
 ISSUE DATE: 03/07/1989

MARK: TASTY CHEF

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

TRADEMARK  
 REEL: 001928 FRAME: 0931

JUL. 13. 1999 4:48PM

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KIMBERLY WHITE, EXAMINER  
ASSIGNMENT DIVISION  
OFFICE OF PUBLIC RECORDS