

10-05-1999

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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

MRS 10-4-99

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To the Honorable Commissioner of Patents and Trademarks, please record this information on separate documents or copy thereof.

<p>1. Name of conveying party(ies): <b>COUNTRY HOME BAKERY, INCORPORATED</b> 3 Enterprise Drive Shelton, Connecticut 06484</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State: Connecticut  <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>FLEET CAPITAL CORPORATION, AS AGENT</u> Internal Address: _____ Street Address: <u>200 Glastonbury Boulevard</u> City: <u>Glastonbury</u> State: <u>CT</u> ZIP: <u>06033</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <u>Rhode Island</u>  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No  (Designations must be a separate document from Assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>3. Nature of conveyance: <input type="checkbox"/> Assignment                      <input type="checkbox"/> Merger  <input checked="" type="checkbox"/> Security Agreement              <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other</p> <p>Execution Date: <u>August 30, 1999</u></p>	<p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <u>Rhode Island</u>  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No  (Designations must be a separate document from Assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) <b>See Attached Schedule A</b></p>	<p>B. Trademark registration No.(s) <b>See Attached Schedule A</b></p>
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Additional numbers attached?  Yes  No

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Federal Research Corp.</u> Internal Address: _____ Street Address: <u>400 Seventh Street, NW, Suite 101</u> City: <u>Washington</u> State: <u>D.C.</u> ZIP: <u>20004</u></p>	<p>6. Total number of applications and registrations involved: ..... <span style="border: 1px solid black; padding: 2px;">3</span></p> <p>7. Total fee (37 CFR 3.41): ..... \$ <u>90<sup>00</sup></u>  <input type="checkbox"/> Enclosed  <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____  (Attach duplicate copy of this page if paying by deposit account)</p>
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10/05/1999 MTHA11 00000069 591315 **DO NOT USE THIS SPACE**

<p>9. Statement and signature. <i>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</i></p> <p><u>Richard Roel</u> Name of Person Signing</p>	<p><u>Richard Roel</u> Signature</p> <p><u>9/24/99</u> Date</p> <p>Total number of pages including cover sheet, attachments and document: <span style="border: 1px solid black; padding: 2px;">4</span></p>
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Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated August 30, 1999, by and between COUNTRY HOME BAKERY, INCORPORATED and FLEET CAPITAL CORPORATION, as Agent.

<u>Registration No. or Application No.</u>	<u>Mark</u>	<u>Issue or File Date</u>
591,315	COUNTRY HOME	June 15, 1954
1,335,741	COUNTRY HOME	May 14, 1985
1,553,907	WARME BAKKER	August 29, 1989

**TRADEMARK ASSIGNMENT OF SECURITY**

**WHEREAS**, Country Home Bakery, Incorporated, a corporation formed under the laws of the State of Connecticut ("Company"), having a principal place of business at 3 Enterprise Drive, Shelton, Connecticut 06484, 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, Country Home Bakers Inc., Borck Country Home Bakeries, Incorporated, Jessie Lord, Inc., Readi-Bake, Inc. and Sanders Sales, Inc. (each a "Borrower" and jointly and severally, "Borrowers") are obligated to Agent and Lenders (each term as hereinafter defined), pursuant to (i) a certain Loan and Security Agreement, dated as of the date hereof (as may be further amended, modified, restated or otherwise supplemented from time to time) among Borrowers, Fleet Capital Corporation ("Fleet"), the various financial institutions named therein or which hereafter become a party thereto (Fleet and such other financial institutions, collectively, "Lenders") and Fleet as administrative and collateral agent for Lenders (Fleet in such capacity, "Agent") and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Company in favor of Agent, for the ratable benefit of Lenders (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 Agent for the ratable benefit of Agent and Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefore.

**NOW, THEREFORE**, for good and valuable consideration, receipt of which is hereby acknowledged, Company does hereby assign unto Agent for the ratable benefit of Agent and Lenders and grant to Agent for the ratable benefit of Agent and Lenders 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 Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: August 30, 1999

Witness:

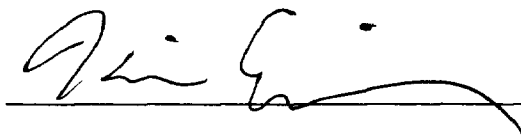
  
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COUNTRY HOME BAKERY, INCORPORATED

By:   
\_\_\_\_\_

Name: Judith L. Borck  
Title: CHIEF EXECUTIVE OFFICER

Witness:

  
\_\_\_\_\_

FLEET CAPITAL CORPORATION, as Agent

By:   
\_\_\_\_\_

Name: Oleg Szczepak  
Title: Senior Vice President

STATE OF New York )  
: ss.:  
COUNTY OF New York )

On this 30 day of August, 1999, before me personally came Judith L. Borck to me known, who, being by me duly sworn, did depose and say that he is the CEO of Country Home Bakery, Incorporated, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by like order of said corporation.

Richard Roel  
Notary Public

RICHARD ROEL  
NOTARY PUBLIC, State of New York  
No. 01R05026268  
Qualified in Queens County  
Commission Expires April 18, 2000

STATE OF New York )  
: ss.:  
COUNTY OF New York )

On this 30 day of August, 1999 before me personally came GLeh SZCZUPAK, to me known, who being by me duly sworn, did depose and say that he is the senior U.P. of Fleet Capital Corporation, as Agent, the corporation described in and which executed the foregoing instrument; and that he said his name thereto by like order of said corporation.

Richard Roel  
Notary Public

RICHARD ROEL  
NOTARY PUBLIC, State of New York  
No. 01R05026268  
Qualified in Queens County  
Commission Expires April 18, 2000