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04-24-2000



101329755

UNITED STATES PATENT AND TRADEMARK OFFICE

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks:

Please record the attached original document or copy thereof.

1. Name and address of conveying party:

Cape Cod Potato Chip Company Inc.
100 Breed's Hill Road
Hyannis, MA 02601

A Massachusetts corporation

2. Name and address of receiving party:

Fleet National Bank
(formerly known as BankBoston, N.A.), as Agent
100 Federal Street
Boston, MA 02110

A national banking association

3. Nature of conveyance: Termination and Release of Security Interests in Certain Trademarks, attached hereto as Exhibit 1.

Execution date: March 20, 2000

4. Application numbers and registration numbers:

A. Trademark registration numbers:

Seashell Configuration	1,895,231	May 23, 1995
Shapes of the Cape	1,895,230	May 23, 1995
Cape Cod	1,515,663	December 6, 1988
Lighthouse Design	1,408,748	September 9, 1988
Cape Cod	1,372,832	November 26, 1988

04/24/2000 JSMB/BJ 00000044 1895231
(40.00 OP
100.00 OP)

B. Trademark application numbers:

None.

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

Melanie J. Brockway, Esq.
Bingham Dana LLP
150 Federal Street
Boston, Massachusetts 02110

6. Total number of applications and registrations involved: 5

7. Total fee enclosed: \$140

8. Deposit account number: Not applicable

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.

Melanie J. Brockway, Esq.
March 24, 2000

Total number of pages submitted (including cover sheet and any attached Schedules, and conveyance document and any attached Schedules):

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

**TERMINATION AND RELEASE
OF SECURITY INTERESTS
IN CERTAIN TRADEMARKS**

TERMINATION AND RELEASE OF SECURITY INTERESTS IN CERTAIN TRADEMARKS ("Release"), dated as of March 20, 2000, by **FLEET NATIONAL BANK** (formerly known as BankBoston, N.A.), a national banking association with an office at 100 Federal Street, Boston, Massachusetts 02110, (the "Bank").

WHEREAS, the Bank and Cape Cod Potato Chip Company, Inc. (the "Company") are party to the Revolving Credit and Term Loan Agreement, dated as of September 30, 1996, which was amended and restated pursuant to the Amended and Restated Revolving Credit and Term Loan Agreement, dated as of October 8, 1998 (as amended and in effect from time to time, the "Credit Agreement");

WHEREAS, the Bank and the Company are party to the Security Agreement, dated as of September 30, 1996, which was amended and restated pursuant to the Amended and Restated Security Agreement, dated as of October 8, 1998 (as amended and in effect from time to time, the "Security Agreement"), and the Trademark Collateral Security and Pledge Agreement, dated as of September 30, 1996, recorded with the Patent and Trademark Office on or about October 9, 1996 (Trademark Reel 1510 and Frame 0884) (as amended and supplemented from time to time, the "Trademark Agreement"), each for the purpose of securing certain obligations of the Company to the Bank under the Credit Agreement;

WHEREAS, pursuant to the terms of the Credit Agreement, the Security Agreement and the Trademark Agreement, the Company granted to the Bank, a security interest in and lien on, and collaterally assigned to the Bank all of its trademarks, trademark registrations and associated goodwill, including, without limitation, the trademarks identified on Schedule A and B attached hereto (such trademarks, trademark registrations and associated goodwill being hereinafter collectively referred to herein as the "Trademarks"); and

WHEREAS, the Bank has agreed to terminate and release its security interest and all of its right, title and interest in each of the Trademarks as herein provided;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Bank and the Company hereby agree as follows:

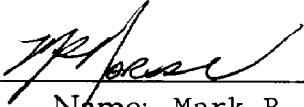
1. **Release and Assignment**. The Bank hereby terminates and releases its security interest in and first priority lien on all of the Trademarks, and the Bank hereby assigns and transfers to the Company, without recourse, all of the Bank's right, title and interest in and to each of the Trademarks identified on Schedule A and B and the related trademark registrations and goodwill, effective as of the date set forth above.

2. **Acknowledgment and Acceptance**. The Company hereby acknowledges and accepts the foregoing release and assignment by the Bank.

3. **Counterparts**. This Release may be executed in any number of counterparts which shall together constitute one and the same agreement.

IN WITNESS WHEREOF, the Bank and the Company have executed this Release, to take effect as of the date first set forth above.

FLEET NATIONAL BANK (formerly known as BankBoston, N.A.)

By: 
Name: Mark R. Moreau
Title: Vice President

Accepted:

**CAPE COD POTATO CHIP
COMPANY, INC.**

By: _____
Name:
Title:

IN WITNESS WHEREOF, the Bank and the Company have executed this Release, to take effect as of the date first set forth above.

FLEET NATIONAL BANK (formerly known as
BankBoston, N.A.)

By: _____

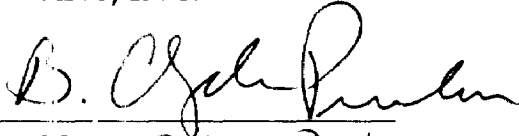
Name:

Title:

Accepted:

**CAPE COD POTATO CHIP
COMPANY, INC.**

By:



Name: *B. Clyde Prestlar*

Title: *Vice President and Clerk*

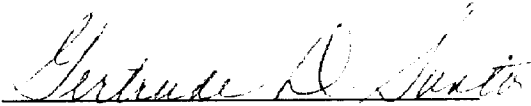
CERTIFICATE OF ACKNOWLEDGMENT

STATE OF MA
COUNTY OF BRISTOL

)
) ss.
)

Before me, the undersigned, a Notary Public in and for the county aforesaid, on this 9th day of March, 2000, personally appeared Mark R. Moteau to me known personally, and who, being by me duly sworn, deposes and says that he is a Vice President of **FLEET NATIONAL BANK** (formerly known as BankBoston, N.A.), and that said instrument was signed and sealed on behalf of said bank by authority of its governing body, and said officer acknowledged said bank by authority of its governing body, and said instrument to be the free act and deed of said bank.

GERTRUDE D. SANTOS
Notary Public
My Commission Expires July 16, 2004


Notary Public
My Commission Expires: 7/16/2004

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF _____
COUNTY OF _____

)
) ss.
)

Before me, the undersigned, a Notary Public in and for the county aforesaid, on this _____ day of March, 2000, personally appeared _____ to me known personally, and who, being by me duly sworn, deposes and says that he is a _____ of **CAPE COD POTATO CHIP COMPANY, INC.**, and that said instrument was signed and sealed on behalf of each of said corporation by authority of its Board of Directors, and said officer acknowledged said instrument to be the free act and deed of each of said corporations.

Notary Public
My Commission Expires: _____

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF _____)
) ss.
COUNTY OF _____)

Before me, the undersigned, a Notary Public in and for the county aforesaid, on this ___ day of March, 2000, personally appeared _____ to me known personally, and who, being by me duly sworn, deposes and says that he is a _____ of FLEET NATIONAL BANK (formerly known as BankBoston, N.A.), and that said instrument was signed and sealed on behalf of said bank by authority of its governing body, and said officer acknowledged said bank by authority of its governing body, and said instrument to be the free act and deed of said bank.

Notary Public
My Commission Expires:

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF NORTH CAROLINA)
) ss.
COUNTY OF MECKLENBURG)

Before me, the undersigned, a Notary Public in and for the county aforesaid, on this ___ day of March, 2000, personally appeared B. Clyde Prestler to me known personally, and who, being by me duly sworn, deposes and says that he is a Vice President & Clerk of CAPE COD POTATO CHIP COMPANY, INC., and that said instrument was signed and sealed on behalf of each of said corporation by authority of its Board of Directors, and said officer acknowledged said instrument to be the free act and deed of each of said corporations.

Betty D. Drice
Notary Public
My Commission Expires: Aug 4, 2002

SCHEDULE A

Trademarks and Trademark Registrations
(United States)

<u>Trademark</u> or <u>Service Mark</u>	Registrations --	
	<u>Registration No.</u>	<u>Registration Date</u>
Seashell Configuration	1,895,231	May 23, 1995
Shapes of the Cape	1,895,230	May 23, 1995
Cape Cod	1,515,663	December 6, 1988
Lighthouse Design	1,408,748	September 9, 1986
Cape Cod	1,372,832	November 26, 1985
Cape Cod Potato & Chip Des.	30,458 (Massachusetts)	July 14, 1980

<u>Trademark</u> or <u>Service Mark</u>	Pending Applications --	
	<u>Serial No.</u>	<u>Filing Date</u>

None

Trademarks and Trademark Registrations
(Canada)

<u>Trademark</u> or <u>Service Mark</u>	Registrations --	
	<u>Goods.</u>	<u>Serial No.</u>
Lighthouse Design		793,959
Cape Cod	Popped Popcorn	366,580
Cape Cod	Potato Chips	344,045

<u>Trademark</u> or <u>Service Mark</u>	Pending Applications --	
	<u>Goods</u>	<u>Filing Date</u>
Lighthouse Design	Potato Chips and Popcorn	filed 09/27/95

Schedule B

Trademark and Trademark Registrations

(Europe)

<u>Trademark or Service Mark</u>	<u>Country</u>	<u>Registration No.</u>	<u>Registration Date</u>
CAPE COD & Lighthouse Design	Austria	130,415	April 9, 1990
CAPE COD & Lighthouse Design	Benelux	452,591	October 21, 1988
CAPE COD & Lighthouse Design	Denmark	2050/1991	April 12, 1991
CAPE COD & Lighthouse Design	Finland	128,077	September 20, 1993
CAPE COD & Lighthouse Design	France	1,663,908	October 21, 1988
CAPE COD & Lighthouse Design	Germany	1,184,562	April 10, 1992
CAPE COD & Lighthouse Design	Greece	91,563	December 7, 1988
CAPE COD & Lighthouse Design	Iceland	177/1989	February 23, 1989
CAPE COD & Lighthouse Design	Ireland	B134,895	November 29, 1988
CAPE COD & Lighthouse Design	Ireland	B134,896	November 29, 1988
CAPE COD & Lighthouse Design	Italy	599,673	February 4, 1992
CAPE COD & Lighthouse Design	Norway	141,481	May 31, 1990

CAPE COD & Lighthouse Design	Portugal	252,923	June 1, 1992
CAPE COD & Lighthouse Design	Portugal	252,924	June 1, 1992
CAPE COD & Lighthouse Design	Spain	1,286,641	May 6, 1992
CAPE COD & Lighthouse Design	Spain	1,286,642	May 6, 1992
CAPE COD & Lighthouse Design	Sweden	232,016	March 27, 1992
CAPE COD & Lighthouse Design	Switzerland	370,410	November 28, 1988
CAPE COD & Lighthouse Design	United Kingdom	1,365,026	November 28, 1988
CAPE COD & Lighthouse Design	United Kingdom	1,365,035	November 28, 1988