03/31/00

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FORM PTO-1618A
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OPR/FINANCE

04-28-2000

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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- [X] New
- [ ] Resubmission (Non-Recordation) Document ID #
- [ ] Correction of PTO Error Reel # Frame #
- [ ] Corrective Document Reel # Frame #

Conveyance Type

- [ ] Assignment
- [ ] License
- [ ] Security Agreement
- [ ] Nunc Pro Tunc Assignment
- [ ] Merger
- Effective Date Month Day Year
- [ ] Change of Name
- [X] Other Release of security interest

Conveying Party [ ] Mark if additional names of conveying parties attached

Name: DLJ Capital Funding Inc.

Execution Date Month Day Year: 3/20/00

Formerly:

[ ] Individual [ ] General Partnership [ ] Limited Partnership [X] Corporation [ ] Association

[ ] Other

[X] Citizenship/State of Incorporation/Organization: Delaware

Receiving Party [ ] Mark if additional names of receiving parties attached

Name: Grocers Baking Company

DBA/AKA/TA:

Composed of:

Address (line 1): 210 28th Street SE

Address (line 2): P.O. Box 7157

Address (line 3): Grand Rapids (City) Michigan (State/Country) 49510 (Zip Code)

[ ] Individual [ ] General Partnership [ ] Limited Partnership

[X] Corporation [ ] Association

[ ] Other

[ ] If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. *(Designation must be a separate document from Assignment.)*

[X] Citizenship/State of Incorporation/Organization: Michigan

FOR OFFICE USE ONLY

04/27/2000 TTDN11 00000117 500706 2019882

01 FC:481 40.00 CH
02 FC:482 400.00 CH

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 Collection Budget Package 0651-0027, 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

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (212) 373-3413

Name Doron S. Goldstein, Esq.

Address (line 1) Paul Weiss Rifkind Wharton & Garrison

Address (line 2) 1285 Avenue of the Americas

Address (line 3) New York, New York 10019-6064

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. # 16

Trademark Application Number(s) or Registration Number(s)

☒ Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
75450850			2019882	1821576	1763091
			1558315	1404518	1329919
			1138014	1059482	1059481

Number of Properties

Enter the total number of properties involved. # 17

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): $ 440

Method of Payment: Enclosed ☐ Deposit Account ☒

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: # 50-0706

Authorization to charge additional fees: Yes ☒ No ☐

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. Charges to deposit account are authorized, as indicated herein.

Name of Person Signing	Signature	Date Signed
DORON S. GOLDSTEIN	[signature]	3/31/00

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

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☐ Association

☐ Other

☐ Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

☐ Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

☐ 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 a domestic representative should be attached *(Designation must be a separate document from the Assignment.)*

☐ Corporation ☐ Association

☐ Other

☐ Citizenship/State of Incorporation/Organization

Trademark Application Number(s) or Registration Number(s)

☐ Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
			887576	833451	836035
			836034	836033	783425
			781839		

RELEASE OF SECURITY INTEREST IN TRADEMARKS

This RELEASE OF SECURITY INTEREST IN TRADEMARKS (this "Release"), dated as of March 20, 2000, is made by DLJ CAPITAL FUNDING, INC. ("DLJ"), as the syndication agent (the "Syndication Agent") and collateral agent (in such capacity, the "Collateral Agent") for itself and the other financial institutions (together with their respective successors and assigns being hereinafter referred to collectively as the "Revolving Credit Lenders") party to the Amended and Restated Revolving Credit Agreement, dated as of June 11, 1999 (the "Amended and Restated Revolving Credit Agreement"), amending and restating in its entirety the Revolving Credit Agreement dated as of March 16, 1998 (as amended, supplemented, amended and restated or otherwise modified prior to the Restatement Effective Date (as defined in the Amended and Restated Revolving Credit Agreement), the "Revolving Credit Agreement"), among certain subsidiaries of SFC New Holdings, Inc. (collectively, the "Revolving Credit Borrowers"), DLJ, as Syndication Agent and Collateral Agent for the Revolving Credit Lenders, ABN Amro Bank N.V. ("ABN"), as administrative agent (the "Administrative Agent") for the Revolving Credit Lenders and Banque Paribas, as Documentation Agent for the Revolving Credit Lenders. Terms capitalized herein which are not otherwise defined herein shall have the meanings given them in the Amended and Restated Revolving Credit Agreement.

W I T N E S S E T H:

WHEREAS, pursuant to a Trademark Security Agreement delivered in connection with the Amended and Restated Revolving Credit Agreement, the applicable Revolving Credit Borrower has granted to the Collateral Agent for the benefit of the Collateral Agent and the Revolving Credit Lenders, a security interest in the trademarks and trademark applications of the applicable Revolving Credit Borrower set forth on Attachment I hereto, and all trademarks and trademark applications acquired hereafter (collectively, the "Released Trademarks"); and

WHEREAS, the applicable Revolving Credit Borrower has repaid all amounts due to the Collateral Agent and the Revolving Credit Lenders under or in respect of the Amended and Restated Revolving Credit Agreement and the other Loan Documents and has requested the Collateral Agent to relinquish, release and discharge any and all Liens on the Released Trademarks in favor of the Collateral Agent and the Revolving Credit Lenders, and the Collateral Agent has agreed to do so;

NOW, THEREFORE, in consideration of and in exchange for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, DLJ Capital Funding, Inc., as Collateral Agent, relinquishes, releases and discharges, without any recourse, representations and warranties, the security interest of the Collateral Agent and the Revolving Credit Lenders in, to and under the Released Trademarks.

16858094

IN WITNESS WHEREOF, the undersigned has caused this Release of Security Interest in Trademarks to be executed as of this 20th day of March, 2000.

DLJ CAPITAL FUNDING, INC.,
as Collateral Agent

By: _____
Name: DANA KLEIN
Title: V.P.

16858094

STATE OF NEW YORK)

) ss.:

COUNTY OF NEW YORK)

On this 20th day of March, 2000, before me, the undersigned, a Notary Public in and for said County and State, personally appeared DANA KLEIN, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed the foregoing Release of Security Interest in Trademarks on behalf of DLJ Capital Funding, Inc. with full authority to do so.

Grace Avedissian
Notary Public

GRACE AVEDISSIAN
NOTARY PUBLIC, State of New York
No. 01AV6001100
Qualified in New York County
Commission Expires January 5, ~~2000~~ 2002

16858094

ATTACHMENT I

SCHEDULE OF TRADEMARKS AND TRADEMARK APPLICATIONS

Andre-Boudin Bakeries, Inc.

Mark	Class	Registration No./ Application No.	Registration Date/ Filing Date
BOUDIN PETIT CAFE	42	75-304,457	7/6/97
SAN FRANCISCO SLOWROAST	30	75-291,848	5/14/97
MOCHA FROST	30	75-123,593	6/21/96
VANILLA FROST	30	75-123,592	6/21/96
SAN FRANCISCO WHARF	29	2,077,959	7/8/97
GINGERBREAD KINGDOM	41	1,622,005	10/22/91
(SAY "BO-DEEN") B BOUDIN, SOURDOUGH FRENCH BREAD SINCE 1849	42	1,667,918	12/10/91
BOUDIN SOURDO GAI'S SEATTLE SOURDOUGH BAKING UGH BAKERY & CAFE	42	1,662,055	10/22/91
LARRABURU	30	1,321,109	2/19/85
BOUDIN SOUR DOUGH FRENCH BREAD SINCE 1849 B	30, 42	1,066,872	5/31/77
BOUDIN	30	1,087,413	3/14/78
BOUDIN SOUR DOUGH SINCE 1849 FRENCH BREAD (CALIFORNIA)	30	55,072	9/20/76
BOUDIN (CALIFORNIA)	30	79,019	10/31/85
BOUDIN (CALIFORNIA)	42	24,768	10/31/85
BOUDIN SOUR DOUGH SINCE 1849 FRENCH BREAD (CALIFORNIA)			

Laura Todd of America

Doc#: NY5: 614320.1

Mark	Class	Registration No./ Application No.	Registration Date Filing Date	Chain of Title	Security	Issues
LAURA TODD	30	1,434,132	3/24/87	Yes	Yes (CB)	No
LAURA TODD COOKIES	30	73-431,396	6/22/83	Yes	No	Abandoned

Archway Cookies, LLC

Mark	Class	Registration No./ Application No.	Registration Date Filing Date
CLASSIC COOKIE JAR MATERIAL	30	2,069,010	06/10/1997
COOKIE COLLECTIBLES	42	2,078,182	07/08/1997
THE GOOD FOOD COOKIE	30	1,968,323	04/16/1996
COOKIES FOR KIDS	36	1,798,176	10/12/1993
BE A GOOD COOKIE	36	1,798,175	10/12/1993
THE HOMESTYLE COLLECTION	30	1,865,364	11/29/1994
THE HOMESTYLE COLLECTION	30	1,800,330	10/19/1993
ARCHWAY and design	30	1,671,959	01/14/1992
ARCHWAY	30	1,668,706	12/17/1991
SO-RITE	30	723,935	11/14/1961
ARCHWAY 'HOME STYLE COOKIES'	30	753,409	07/23/1963
ARCHWAY (OREGON)	30	T10,326	09/03/1965
ARCHWAY (HAWAII)	30	17,478	05/26/1969
ARCHWAY (GEORGIA)	30	T,121	11/21/1966
ARCHWAY (WASHINGTON)	30	5,988	02/04/1976
ARCHWAY (FLORIDA)	30	905,530	04/10/1963
ARCHWAY HOMESTYLE COOKIES (NEW HAMPSHIRE)	30	N/A	02/18/1986
ARCHWAY (WYOMING)	30	2,583	11/04/1977
ARCHWAY (WEST VIRGINIA)	30	24,722	11/09/1966
ARCHWAY (WEST VIRGINIA)	29	213,300	04/06/1955

Mark	Class	Registration No./ Application No.	Registration Date Filing Date
ARCHWAY (TENNESSEE)	29,30,31	N/A	N/A
ARCHWAY and design (SOUTH DAKOTA)	29,30,31	N/A	N/A
ARCHWAY and design (PENNSYLVANIA)	29,30,31	N/A	N/A
HOME STYLE (OHIO)	29,30,31	4,096	01/29/1982
ARCHWAY (OHIO)	29,30,31	4,097	01/29/1982
ARCHWAY (NORTH DAKOTA)	29,30,31	5,094,400	11/16/1966
ARCHWAY (NEVADA)	30	N/A	10/22/1968
ARCHWAY (MONTANA)	30	T,008,598	11/25/1968
ARCHWAY and design (MAINE)	30	19,810,147	05/26/1966
ARCHWAY (KENTUCKY)	30	8,607	03/22/1989
ARCHWAY (IDAHO)	30	12,552	03/13/1989
ARCHWAY (CALIFORNIA)	29,30,31	4,699	N/A
ARCHWAY (ALABAMA)	30	100,076	01/05/1981

The Clear Lake Bakery, Inc.

Mark	Class	Registration No./ Application No.	Registration Date Filing Date
TRY ME	30	75-653,182	3/3/1999
AUNT BONNIE'S	30	2,175,168	7/21/1998
AUNT BONNIE'S	30	2,236,539	4/6/1999

Grocers Baking Company

Mark	Class	Registration No./ Application No.	Registration Date Filing Date
DOUVILLE'S	30	75-450,850	03/16/1998
SWING INTO SUMMER FUN	30	2,019,882	11/26/1996
KOLOR-ROO	30	1,821,576	02/15/1994
GREAT PLAINS	30	1,763,091	04/06/1993
GREAT LAKES	30	1,558,315	09/26/1989
SIMPLY DELIGHTFUL	30	1,404,518	08/05/1986
MACKINAW MILLING CO.	30	1,329,919	04/09/1985
BIG "30"	30	1,138,014	07/22/1980
AMERICAN MEAL	30	1,059,482	02/15/1977
AMERICAN MEAL	30	1,059,481	02/15/1977
LUMBERCAMP STYLE	30	887,576	03/10/1970
TALL IN TASTE	30	833,451	08/08/1967
LUMBER JACK	30	836,035	09/26/1967
LUMBER JACK	30	836,034	09/26/1967
LUMBERJACK	30	836,033	09/26/1967
U-BAKE	29	783,425	01/12/1965
APRIL HILL	29	781,839	12/15/1964
HONEY KRUST (VIRGINIA)	42	158,230	08/28/1935
OVEN-FRESH (OHIO)	29,30,31	9,223	03/05/1981
HONEY-KRUST (INDIANA)	30	5,000,195	10/08/1952
OVEN-FRESH (INDIANA)	30	50,094,046	07/21/1981

Metz Banking Company (Iowa)

Mark	Class	Registration No/ Application No.	Registration Date Filing Date
OLD TIME	30	75-361,285	9/22/97
BAKER'S DELI	30	75-182,983	10/17/96
GRANDMA'S BAKE SHOPPE	30	75-118,923	6/14/96
CHICAGO HEARTH	30	2,069,198	6/10/97
GRANDMA'S	30	75-058.375	2/15/96
SUSIE SWEETS	30	2,039,394	2/18/97
NATURE'S HARVEST	30	1,970,583	4/23/96
PHONE HOME FOR THE HOLIDAYS	28	1,909,371	8/1/95
PRIDE PRESS	16	1,507,144	10/4/88
EGEKVIST	30	1,442,341	6/9/87
COVERED WAGON	30	1,350,909	7/23/85
MILL DESIGN	30	1,447,781	7/14/87
MRS. CARVER'S	30	1,301,980	10/23/84
GRANDMA'S FRUIT CAKE	30	1,346.547	7/2/85
GOLDEN HEARTH	30	1,253,130	10/4/83
OLD SETTLER	30	1,211,776	10/5/82
MASTER	30	1,199,769	6/29/82
NATURE'S HARVEST	30	1,228,651	2/22/83
BUTTERCHARM FARMS	30	1,192,604	3/23/82
SEASON'S DELIGHT	30	1,164,812	8/11/81
GARDNER'S	30	994,051	9/24/74
OLD EUROPE	30	847,111	4/2/68
YE OLD ENGLISH	30	789,403	5/11/65
GOLDEN HEARTH	30	735,744	8/7/62
OLDE TYME FREUND PRODUCTS	30	650,597	8/20/57
YE OLD ENGLISH	30	617,936	12/20/55
EVERFRESH (COLORADO)	30	911,038,154	5/23/91
MASTER (COLORADO)	30	T20,428	11/30/81
NATURE'S HARVEST (COLORADO)	46	T18,996	3/5/81
PETER PAN (COLORADO)	30	911,027,825	4/22/91

Mark	Class	Registration No/ Application No.	Registration Date Filing Date
TRUCK STOP (COLORADO)	30	11,522	9/3/74
MASTER (MINNESOTA)	30	7,527	12/1/81
NATURE'S HARVEST (MINNESOTA)	30	7,193	4/14/81
OLD HOME IS GOOD (MINNESOTA)	30	100,645	1/14/91
DINNER BELL (MINNESOTA)	30	17,160	1/14/91
PETER PAN (MINNESOTA)	30	17,595	4/15/91
EVERFRESH (IOWA)	30	11,696	5/28/91
SELECT (IOWA)	30	11,547	4/10/91
PETER PAN (IOWA)	30	11,453	8/22/71
OLD TIME (IOWA)	29,30,31	11,454	8/22/71
TRUCK STOP (IOWA)	30	1,097	9/3/74
MASTER (IOWA)	30	11,782	11/20/81
NATURE'S HARVEST (IOWA)	30	3,409	3/3/91
MASTER (WISCONSIN)	29,30,31	911,106	11/6/91
CHOCO'S (WISCONSIN)	29,30,31	--	6/10/76
SELECT (WISCONSIN)	42	--	6/10/76
BUTTER TOP (WISCONSIN)	42	--	6/10/76
TRUCK STOP (WISCONSIN)	42	--	6/10/76
SELECT (WYOMING)	30	266,003	4/10/91
PETER PAN (WYOMING)	30	26,562,095	8/23/71
MASTER (WYOMING)	30	3,218	12/1/81
NATURE'S HARVEST (WYOMING)	30	264,797	2/6/91
EVERFRESH (WYOMING)	30	266,765	5/22/91
OLD HOME (WISCONSIN)	29,30,31	23,490	6/10/76
NATURE'S HARVEST (WISCONSIN)	30	30,948	3/10/81
MASTER (WISCONSIN)	30	911,106	11/6/91
EVERFRESH (WISCONSIN)	30	910,529	5/29/91
CHOCO'S (WISCONSIN)	30	--	6/10/76
MASTER (UTAH)	30	25,693	11/23/81
NATURE'S HARVEST (UTAH)	30	25,616	11/23/81
SELECT (UTAH)	30	32,230	4/11/91
NATURE'S HARVEST (S. DAKOTA)	30	--	3/4/81
TRUCK STOP (S. DAKOTA)	30	--	9/9/74

Mark	Class	Registration No/ Application No.	Registration Date Filing Date
MASTER (S. DAKOTA)	30	--	11/20/81
SELECT (S. DAKOTA)	30	910,409	4/9/91
PETER PAN (S. DAKOTA)	30	910,318	3/18/91
EVERFRESH (S. DAKOTA)	30	910,522	5/22/91
SELECT (OKLAHOMA)	29,30,31	24,111	4/11/91
EVERFRESH (N. DAKOTA)	30	6,897,700	6/10/91
SELECT (N. DAKOTA)	30	6,692,800	4/24/91
PETER PAN (N. DAKOTA)	30	5,456,500	8/23/91
NATURE'S HARVEST (N. DAKOTA)	30	5,431,000	3/23/81
MASTER (N. DAKOTA)	30	5,402,500	12/2/81
SELECT (NEVADA)	30	24,364	4/12/91
PETER PAN (NEVADA)	30	24,363	4/12/91
TRUCK STOP (NEBRASKA)	42	679,410	9/3/75
PETER PAN (NEBRASKA)	30	6,850,332	2/11/81
OLD TIME (NEBRASKA)	30	6,850,154	1/23/91
EVERFRESH (NEBRASKA)	30	1,128,320	5/21/91
NATURE'S HARVEST (NEBRASKA)	30	677,493	3/9/81
MASTER (NEBRASKA)	30	677,035	11/20/81
EVERFRESH (MONTANA)	30	T,016,483	5/22/91
PETER PAN (MONTANA)	30	T,016,412	4/10/91
NATURE' HARVEST (MISSOURI)	30	11,334	2/7/91
MASTER (MISSOURI)	30	11,706	11/21/91
SELECT (MISSOURI)	30	11,420	4/11/91
PETER PAN (MISSOURI)	30	4,374	8/24/71
SELECT (KANSAS)	30	1,911,041	4/10/91
MASTER (KANSAS)	29,30,31	--	8/22/91
PETER PAN (KANSAS)	30	12,012	5/22/91
EVERFRESH (KANSAS)	30	12,011	5/22/91
OLD HOME (KANSAS)	30	5,274	9/20/77
NATURE'S HARVEST (KANSAS)	30	--	3/23/81
EVERFRESH (INDIANA)	30	50,100,716	5/23/91
SELECT (INDIANA)	30	50,100,660	4/11/91
PETER PAN (INDIANA)	30	50,100,659	4/11/91

Mark	Class	Registration No/ Application No.	Registration Date Filing Date
THE HUDSON BAY MILLING CLASS (INDIANA)	29,30,31	53,066	5/4/83
PETER PAN (ILLINOIS)	29,30,31	46,726	5/22/88
AUNT MARY'S (ILLINOIS)	29,30,31	43,478	10/7/74

Licensed Mark	Expiration Date of License	Licensor
Pillsbury	9/26/97	Pillsbury
Healthy Choice	10/8/97	ConAgra
Holsum	Perpetual	W.E. Long
Country Health	Perpetual	Roush
Olympic Kids	Perpetual	Roush
Taystee	Perpetual	I.B.C.
Autumn Grain	Perpetual	I.B.C.
Oven Gold	Perpetual	I.B.C.
D'Italiano	Perpetual	I.B.C.
Sunbeam	Perpetual	Quality Baker's Assn.
Schoolbus	Indefinite	Original Oatmeal Co.
Roman Meal	Indefinite	Roman Meal
Choco's (cake)	Perpetual	I.B.C.
Creme Boats (cake)	Perpetual	I.B.C.
Devil's Delite (cake)	Perpetual	I.B.C.
Bread Box (cake)	Perpetual	I.B.C.
Cook Book (cake)	Perpetual	I.B.C.
Mickey (cake)	Perpetual	I.B.C.