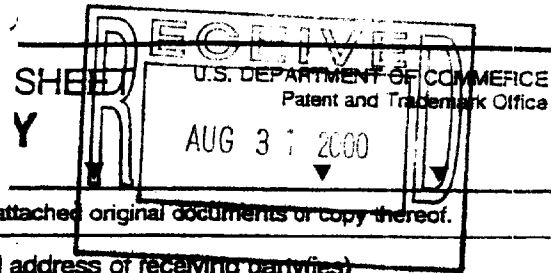


MRD 8.31.00RE

11-17-2000



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Tab settings

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

1. Name of conveying party(ies):

Vlastic International Brands, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State (checked), Other

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement (checked), Change of Name, Other

Execution Date: 8-10-00

2. Name and address of receiving party(ies)

Name: Morgan Guaranty Trust Company of New York, as Administrative Agent and Internal Address: Collateral Agent

Street Address: 60 Wall Street, City: New York, State: NY, ZIP: 10260

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other Bank (checked)

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (checked), Designations must be a separate document from assignment, Additional name(s) & address(es) attached? Yes No (checked)

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

A. Trademark Application No.(s)

See Schedule A attached hereto.

B. Trademark Registration No.(s)

See Schedule A attached hereto

Additional numbers attached? Yes No (checked)

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

Name: J. Lee, Internal Address: Access Information Services, Inc.

Street Address: 1773 Western Avenue

City: Albany, State: NY, ZIP: 12203

6. Total number of applications and registrations involved: 36

7. Total fee (37 CFR 3.41): \$ 915.00

- Enclosed (checked), Authorized to be charged to deposit account

8. Deposit account number:

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

DO NOT USE THIS SPACE

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9. Statement and signature. 40.00 OP, 875.00 OP

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.

Jackie Lee, Name of Person Signing

Jackie Lee, Signature

8-18-00, Date

Total number of pages including cover sheet, attachments, and document: 9

TRADEMARKS

TRADEMARK	COUNTRY	REG. NO.	REG. DATE	RECORD OWNER	STATUS
BERRILICIOUS APPLE SMASHIN' SAUCE	United States	(75/881,921)	(12/20/1999)	Vlasic International Brands Inc.	Pending
CHILLIN' CHEESE PIZZA	United States	(75/766,970)	(8/03/1999)	Vlasic International Brands Inc.	Pending
CHOMPING CHICKEN DRUMLETS	United States	(75/766,969)	(8/03/1999)	Vlasic International Brands Inc.	Pending
CRUISIN' CORNDOG	United States	(75/742,976)	(7/08/1999)	Vlasic International Brands Inc.	Allowed
DESIGN (ALLIGATOR)	United States	1,840,683	6/21/1994	Vlasic International Brands Inc.	Registered
DESIGN (BEAR)	United States	1,838,030	5/31/1994	Vlasic International Brands Inc.	Registered
DESIGN (BLEPHANT)	United States	1,839,558	6/14/1994	Vlasic International Brands Inc.	Registered
DESIGN (FOX)	United States	1,845,775	7/19/1994	Vlasic International Brands Inc.	Registered
DESIGN (HIPPO)	United States	1,840,680	6/21/1994	Vlasic International Brands Inc.	Registered
DESIGN (LION)	United States	1,824,530	3/01/1994	Vlasic International Brands Inc.	Registered
DESIGN (MOOSE)	United States	1,839,532	6/14/1994	Vlasic International Brands Inc.	Registered
DESIGN (RHINO)	United States	1,840,737	6/21/1994	Vlasic International Brands Inc.	Registered
DESIGN (TIGER)	United States	1,840,681	6/21/1994	Vlasic International Brands Inc.	Registered
DESIGN (WALRUS)	United States	1,840,684	6/21/1994	Vlasic International Brands Inc.	Registered
FAMILY SELECTIONS	United States	2,345,616	4/25/2000	Vlasic International Brands Inc.	Registered

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TRADEMARKS

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LE MENU	United States	1,713,948	9/08/1992	Vlasic International Brands Inc.	Registered
MAC & MORE	United States	1,953,357	1/30/1996	Vlasic International Brands Inc.	Registered
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ROCKIN' RIB FINGERS	United States	(75/766,968)	(8/03/1999)	Vlasic International Brands Inc.	Pending
SMASHIN' SAUCE	United States	(75/903,165)	(1/26/2000)	Vlasic International Brands Inc.	Pending
THE ORIGINAL TV DINNER	United States	(75/612,016)	(12/24/1998)	Vlasic International Brands Inc.	Pending
TRADITIONAL FAVORITES	United States	(75/824,207)	(10/15/1999)	Vlasic International Brands Inc.	Pending

# TRADEMARK SECURITY AGREEMENT

## (Trademarks, Trademark Registrations, Trademark Applications and Trademark Licenses)

WHEREAS, VLASIC INTERNATIONAL BRANDS, INC., a Delaware corporation (herein referred to as the "**Company**") owns, or in the case of licenses, is a party to, the Trademark Collateral (as defined below);

WHEREAS, Company, the Banks party thereto, The Chase Manhattan Bank, as Syndication Agent, and Morgan Guaranty Trust Company of New York, as Administrative Agent and Collateral Agent, are parties to an Amended and Restated Credit Agreement dated as of September 30, 1998 (as amended from time to time, including by Amendment No. 1 to Amended and Restated Credit Agreement dated as of June 9, 1999 and Amendment No. 2 and Waiver No. 5 thereunder dated as of June 28, 2000, the "**Credit Agreement**") (capitalized terms used but not defined or otherwise identified herein shall have the meanings assigned thereto in the Credit Agreement);

WHEREAS, pursuant to the terms of the Security Agreement dated as of September 30, 1998 (as such agreement may be amended, modified and/or supplemented from time to time, the "**Security Agreement**") among the Company, the Subsidiary Guarantors party thereto and Morgan Guaranty Trust Company of New York, as Collateral Agent for the Secured Parties referred to therein (in such capacity, together with its successors in such capacity, the "**Grantee**"), the Company has granted to the Grantee for the benefit of such Secured Parties a continuing security interest in or other Lien on substantially all the personal property (except certain excluded assets) of the Company, including all right, title and interest of Company in, to and under the Trademark Collateral (as defined below), whether now owned or existing or hereafter acquired or arising, to secure the Company's Secured Obligations (as defined in the Security Agreement);

WHEREAS, certain individuals (the "**Family Participating Lenders**") have entered into a Master Loan Participation Agreement dated as of August 2, 2000 (the "**Participation Agreement**"), pursuant to which they have agreed to purchase participations in certain loans made under the Credit Agreement;

IN WITNESS WHEREOF, the Company has caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the 10<sup>th</sup> day of August, 2000.

VLASIC INTERNATIONAL BRANDS,  
INC.

By: 

Name: Osama B Carsten  
Title: Vice President

By: 

Name: Joseph Adler  
Title: Vice President

Acknowledged:

MORGAN GUARANTY TRUST COMPANY  
OF NEW YORK, as Collateral Agent

By: 

Name:  
Title:

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