

TRADEMARK DEC 13 2000 101564255 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 Resubmission Conveyance Type Assignment License Resubmission Conveyance Type Assignment Nunc Pro Tunc Assignment Correction of PTO Error Merger Month Day Year Corrective Document Corrective Document Reel # Frame # Other Conveying Party Mark if additional names of conveying parties attached Formerly Mark if additional names of conveying parties attached Execution Date Month Day Year Conveying Party Mark if additional names of conveying parties attached Execution Date Month Day Year Conveying Party LLC 11-1-00	FORM PTO-1618A	12-28-2000	U.S. Desertment of Commerce Patent and Trademark Office
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Public burden reporting for this collection of information is estimated to average approximately 36 minutes per Gover Sheet to be recorded, including time for reviewing the determined to the U.S. Patent and Trademark Office, Chief Information Officer. Washington to date needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Cofficer. Washington D.C. 2021 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwark Reduction Project (0631-0027), Washington, D.C. 20303. See Castle D.C. 2021 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwark Reduction Project (0631-0027), Washington, D.C. 20303.	Public burden reporting for this collection of information is esti-	mated to average appreximutely 38 minutes per Cover Shoot comments regarding this burden estimate to the U.S. Patent a	to be recorded, including time for reviewing the decument and Trademark Office, Chief Information Officer. Westerques

FORM PTO-1618B Expires 06/30/99 OMB 0651-0027	Pag	e 2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK
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Name			
Address (line 1)			
Address (line 2)			
Address (line 3)			
Address (line 4)			
Correspondent Na	ame and Address Area Code and	Telephone Number 212	2-836-8119
Name SHERY	L GITTLITZ, ESQ.		
Address (line 1) KAYE,	SCHOLER, FIERMAN, HAYS &	HANDLER, LLP	
Address (line 2) 425 P.	ARK AVENUE		
Address (line 3) NEW Y	ORK, NY 10022-3598		
Address (line 4)			•
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	ation Number(s) or Registrati	on Number(s)	Mark if additional numbers attached
	ork Application Number or the Registration N		H numbers for the same property).
Trademark	Application Number(s)	Registr	ration Number(s)
		2,019,700	,937,014 1,927,843
		1,939,663	,816,047
		1,939,643	2,043,300
Number of Proper	ties Enter the total number of p	properties involved.	#[7
Fee Amount	Fee Amount for Properties	Listed (37 CFR 3.41):	\$ 190.00
Method of Paymo		Deposit Account	
(Enter for payment b	y deposit account or if additional fees can b Deposit Accoun	e charged to the account.) t Number:	#
	Authorization to	charge additional fees:	Yes No
Statement and Sig	gnature		
To the best of	of my knowledge and belief, the forego by is a true copy of the original docume	ing information is true an ent. Charges to deposit a	d correct and any ccount are authorized, as
PAUL J. SOMELO	12 415	Somelopke	NOVEMBER 10, 2000
Name of Pers	on Signing	Signature	Date Signed

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, The B. Manischewitz Company, LLC, a Delaware limited liability company (herein referred to as "<u>Assignor</u>"), has adopted, used and is using the trademarks listed on the annexed <u>Schedule 2-A</u>, which trademarks are registered in the United States Patent and Trademark Office (the "<u>Trademarks</u>");

WHEREAS, Assignor is obligated to The Chase Manhattan Bank, a New York banking corporation, as agent (referred to herein as the "Assignee") for the benefit of (i) the lenders (the "Lenders") named in Schedules 2.01(a) and 2.01(b) of the Amended and Restated Credit Agreement dated as of May 1, 1998, by and among the Assignor, Millbrook Distribution Services Inc., the Lender, the Assignee and Bank of America, N.A., as Co-Agent (as amended, modified or supplemented from time to time in accordance with its terms, the "Credit Agreement") and (ii) for itself as issuer of the Letters of Credit and Assignor has entered into a Security Agreement and Mortgage-Patents, Trademarks and Copyrights dated as of May 1, 1998 (the "Agreement") in favor of Assignee; and

WHEREAS, pursuant to the Agreement, Assignor has assigned to Assignee and granted to Assignee a security interest in all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, as defined in the Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby further assign unto Assignee and grant to Assignee a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the assignment of, security interest in the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Assignee's address is 600 Fifth Avenue, New York, New York 10020.

Doc #1562315 WPD

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 1^{3r} day of November, 2000.

THE B. MANISCHEWITZ COMPANY, LLC

By:_

Richard A. Bernstein, its Managing Member

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Doc #1562315.WPD

SCHEDULE 2-A TO ASSIGNMENT FOR SECURITY

TRADEMARKS

FEDERAL TRADEMARKS

<u>Trademark</u>	Registration Date	Registration Number
Guiltless Gourmet (International Class 30)	November 26, 1996	2,019,700
Guiltless Gourmet & Design - Dairy/Bean	December 5, 1995	1,939,663
Guiltless Gourmet & Design - Chips/Salsa Base	December 5, 1995	1,939,643
Guiltless Gourmet & Design - Dips	November 21, 1995	1,937,014
Guiltless Gourmet (International Class 30)	January 11, 1994	1,816,047
Gourmet Without Guilt	March 11, 1997	2,043,300
Guiltless Gourmet's Healthy Snacking Newsletter	November 17, 1995	1,927,843

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Doc #1562315.WPD

RECORDED: 12/13/2000