

FORM PTO-1618A
Expires 08/30/99
OMB 0651-0027

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

- 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
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
12 27 1996

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year
09 25 1998

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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)

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK

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REEL: 002287 FRAME: 0248

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

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

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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:

#

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.

Marta S. Levine

July 17, 2001

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

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

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

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

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

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)

<input type="text" value="76171564"/>	<input type="text" value="75692835"/>	<input type="text"/>
<input type="text" value="76168404"/>	<input type="text" value="75656015"/>	<input type="text"/>
<input type="text" value="76156647"/>	<input type="text" value="75635935"/>	<input type="text"/>
<input type="text" value="76137983"/>	<input type="text" value="75618534"/>	<input type="text"/>
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**FIRST AMENDMENT TO
GENERAL INTANGIBLES MORTGAGE AND
SECURITY AGREEMENT**

THIS FIRST AMENDMENT TO GENERAL INTANGIBLES MORTGAGE AND SECURITY AGREEMENT (the "First Amendment"), dated as of September 25, 1998, amends the General Intangibles Mortgage and Security Agreement dated as of December 27, 1996 (the "Intangibles Mortgage") by and between ANCHOR FOOD PRODUCTS, INC. (the "Mortgagor") and BANK ONE, WISCONSIN ("Bank One").

1. Definitions. Capitalized terms not otherwise defined herein shall have the meanings assigned to them in the Intangibles Mortgage.

2. Amendments. The parties hereby agree to amend the Intangibles Mortgage as follows:

(a) The preamble of the Intangibles Mortgage is deleted in its entirety and the following is inserted in its place:

"THIS GENERAL INTANGIBLES MORTGAGE AND SECURITY AGREEMENT (the "Intangibles Mortgage") is entered into as of the 27th day of December, 1996 by and between ANCHOR FOOD PRODUCTS, INC. (the "Mortgagor") and BANK ONE WISCONSIN ("Bank One" or the "Agent"), as Agent for itself and the several lenders (the "Lenders") (the Agent and the Lenders are sometimes collectively referred to herein as the "Mortgagees") from time to time parties to that certain Credit Agreement dated as of September 25, 1998 by and among the Mortgagor, the Agent, the Lenders and others (as the same may be modified, amended, or supplemented from time to time, the "Loan Agreement")."

(b) The first Recital clause of the Intangibles Mortgage is deleted in its entirety and the following is inserted in its place:

"WHEREAS, Mortgagor, Mortgagees and others are parties to the Loan Agreement;"

(c) The signature block for Bank One (other than the "By" and "Title" lines) is deleted in its entirety and the following is inserted in its place:

"BANK ONE, WISCONSIN, for the benefit of itself and the several Lenders from time to time parties to the Loan Agreement"

(d) Exhibit B to the Intangibles Mortgage is deleted in its entirety and replaced with Exhibit B attached to this First Amendment.

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment to General Intangibles Mortgage and Security Agreement as of the date first set forth above.

ANCHOR FOOD PRODUCTS, INC.

By: Thomas J. Trnietzki
Title: VP-CFO

BANK ONE, WISCONSIN, for the benefit of itself and the several lenders from time to time parties to the Loan Agreement

By: A. F. Maggiore
Title: Vice President

STATE OF WISCONSIN

COUNTY OF MILWAUKEE

This 24th day of September, 1998, before me personally came the above-named Thomas Trnietzki, to me personally known as the VP-CFO of Anchor Food Products, Inc., the individual who executed the foregoing First Amendment to General Intangibles Mortgage and Security Agreement and acknowledged to me that he executed the same of his own free will on behalf of Anchor Food Products, Inc., for the purposes therein set forth.

David J. Baum
Notary Public: Milwaukee County
My commission: is permanent

STATE OF WISCONSIN

COUNTY OF MILWAUKEE

This 24th day of September, 1998, before me personally came the above-named Anthony F. Maggiore of Bank One, Wisconsin, the individual who executed the foregoing First Amendment to General Intangibles Mortgage and Security Agreement and acknowledged to me that he executed the same of his own free will on behalf of Bank One, Wisconsin for the purposes therein set forth.

David J. Baum
Notary Public: Milwaukee County
My commission: is permanent

EXHIBIT B
 LIST OF TRADEMARKS, TRADE NAMES, SERVICE MARKS
 AND APPLICATIONS FOR REGISTRATIONS OF TRADEMARKS, TRADENAMES
 AND SERVICE MARKS

U.S. Trademark Registrations

Mark	Reg. No.	Issue Date
THE BEST TO BEGIN WITH!	1,388,442	04/01/86
STATE OF THE ART WISCONSIN CHEESE and Design	1,389,259	04/08/86
A CASE OF THE MUNCHEEZ and Design	1,390,981	04/22/86
ANCHOR and Design	1,419,350	12/02/86
SELL 'EM BY THE FOOT	1,736,844	12/01/92
FOOT-O-RINGS	1,736,845	12/01/92
JALAPENO POPPERS	1,788,303	08/17/93
JAMMIN' WITH THE RED HOTS!	1,852,512	09/06/94
MOZZA POPPERS (Stylized)	1,895,208	05/23/95
POPPER TIME	1,895,210	05/23/95
STUFFED TADO POPPERS	1,900,788	06/20/95
WE'VE TAMED THE WILD CHILES...	1,905,770	07/18/95
POPPER JAMM	1,908,676	08/01/95
RED HOT CHILE POPPERS	1,922,248	09/26/95
WILD CHILES	1,923,855	10/03/95
WILD CHILES and Design	1,932,597	11/07/95

TEXAS TOOTHPICKS	1,993,955	08/13/96
RED HOT FIRESTICKS	2,084,536	07/29/97
CHILLENOS	2,095,790	09/09/97
TEXAS FIRESTICKS	2,105,746	10/14/97
JALAPENO SCREAMERS	2,178,817	08/04/98
BREW BUDDIES	2,179,519	08/04/98
SPRING STICKS	2,182,724	08/18/98

U.S. Trademark Applications

Mark	Serial No.	Filing Date
SPICE 'N ICE	74/642,054	03/06/95
CHEEZY SPUD POPPERS	74/684,169	06/05/95
JALA-TWISTERS	74/728,865	09/14/95
CHICKEN PARMESAN POPPERS	75/013,938	11/02/95
ONION STRAWS and Design	75/094,094	04/25/96
QUESO SHRIMP POPPERS	75/103,788	05/14/96
APPASALAD	75/135,647	07/17/96
Design Only	75/199,362	11/18/96
FILL-A-BUSTERS	75/201,014	11/20/96
APPAEXPRESS	75/275,807	04/15/97
CANYON SWEETS	75/292,796	05/15/97
BERRIES INFERNO	75/292,797	05/15/97
HAPPY HOUR IN THE DELI	75/324,863	07/15/97
APPAROLLZ	75/340,959	08/14/97
WRAPPATIZER'S	75/341,167	08/14/97
Hot Pepper Design	75/352,544	09/05/97
SPIN DIPPERS	75/384,375	11/04/97
QUIK DIPS	75/430,036	02/06/98
ANCHOR CRISP	75/430,375	02/06/98
TAVERN PLANK	75/493,480	05/29/98
SPIN-ATTIZERS	75/501,479	06/23/98

SPIN-IDEAS

75/507,391

06/23/98

SPIN-QUESADILLAS

75/507,498

06/23/98

EXHIBIT B
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 AND SERVICE MARKS

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WILD CHILES	1,923,855	10/03/95

EXHIBIT B

ADDITIONAL LIST OF TRADEMARKS, TRADE NAMES, SERVICE MARKS
AND APPLICATIONS FOR REGISTRATION OF TRADEMARKS, TRADE NAMES AND SERVICE MARKS

<u>Docket</u>	<u>Mark</u>	<u>(App)/Reg. No. and Date</u>	<u>Goods</u>
91774	THINIONS	(76/282,044) (07/03/2001)	Appetizers, namely breaded and coated onion pieces
91707	OLIVENOS! CRUNCHY STUFFED OLIVES & Design	(76/255,848) (05/11/2001)	Appetizers, namely breaded and coated vegetable and cheese pieces.
91715	Design Only (Olive Design)	(76/255,646) (05/11/2001)	Appetizers, namely breaded and coated vegetable and cheese pieces.
91561	THUNDERBIRDS	(76/240,326) (04/12/2001)	Appetizers, namely breaded and coated chicken and cheese pieces, for sale primarily in restaurants and other eating establishments.
91693	OLIVENOS	(76/240,325) (04/12/2001)	Appetizers, namely breaded and coated vegetable and cheese pieces.
90034	APPAEXPRESS	(76/229,183) (03/23/2001)	Appetizers, namely breaded and coated meat, fish cheese, vegetable, or processed fruit pieces; dairy based dips (Class. 29); sauces used as dips (Class. 30).
91553	DIPS & TIPS ANCHOR & Design	(76/193,452) (01/10/2001)	Providing on-line recipes and cooking instructions in the field of food preparation.
91537	PRIMASANO CUBES	(76/178,053) (12/08/2000)	Appetizers, namely breaded and coated cheese pieces.
91545	PROVAGO WHEELS	(76/178,050) (12/08/2000)	Appetizers, namely breaded and coated cheese pieces.
91529	QUESO TRIANGOS	(76/171,564) (11/27/2000)	Appetizers, namely breaded and coated nachos with vegetables and cheese.
91413	VERSATENT	(76/168,404) (11/20/2000)	Merchandising display stands.
91464	ANCHOR CHEESE SENSATIONS & Design	(76/156,647) (10/31/2000)	Appetizers, namely breaded and coated cheese.
91421	CHOOSING SIDES IS NEVER EASY	(76/137,983) (09/29/2000)	Appetizers, namely breaded and coated vegetable, meat, fish processed fruit, and cheese pieces; vegetable, meat fish, processed fruit, and cheese pieces wrapped in flour or rice dough; onion rings; dough crusts filled with meat, sauce and cheese; French fried potatoes; quesadillas; dips; breaded and coated onion strips; chili; chicken wings.
91391	GARDEN CRUNCHERS	(76/014,242) (03/31/2000)	Appetizers, namely coated and breaded vegetable pieces.
91405	TASTY BEGINNINGS	(75/941,154) (03/10/2000)	Breaded and coated cheese.

<i>Docket</i>	<i>Mark</i>	<i>(App)/Reg. No. and Date</i>	<i>Goods</i>
91375	MINI POPPERS	(75/799,618) (09/15/1999)	Breaded and coated vegetable, processed fruit, and cheese pieces.
91367	MOZZAMIAS	(75/692,835) (04/28/1999)	Appetizers, namely breaded and coated cheese.
91197	FOOT-O-RINGS	2,324,368 02/29/2000	Holder for onion rings and other food products, consisting of a stick and connecting tray (Class 21); onion rings (Class 29).
91189	ANCHOR CUSTOMIZER	(75/656,015) (03/08/1999)	Custom design and printing of menus and other merchandizing materials for use by restaurants and other institutional eating establishments.
91138	MOZZA LUNA BREADED CHEESE APPETIZER & Design	(75/635,935) (02/08/1999)	Appetizers, namely breaded and coated cheese.
91103	MOZZALUNA	2,466,229 07/03/2001	Appetizers, namely breaded and coated cheese.
91090	CHÉESE SENSATIONS	(75/618,534) (01/11/1999)	Appetizers, namely breaded and coated cheese.
91120	THE CUSTOMIZER	2,336,889 03/28/2000	Custom design and printing of menus and other merchandising materials for use by restaurants and other institutional eating establishments.
91065	SHRIMP ON THE HALF-SHELL	2,281,718 09/28/1999	Appetizers, namely jalapeno peppers cut and stuffed with shrimp, meat, cheese and chopped vegetables and dipped in breading.
91073	BUFFALO BUSTERS	2,274,608 08/31/1999	Appetizers, namely dough crusts filled with chicken, sauce and cheese.
91383	Design Only (Hot Pepper Design)	(74/726,828) (09/08/1995)	Seasonings, pepper sauces, spices.