

08-14-2001

Docket No.:



Y

Tab settings

To the Honorable Commissioner of Pat.

101810062

attached original documents or copy thereof.

1. Name of conveying party(ies):

Mothers' Food Products, Inc.

7-16-01

- Individual(s)
- General Partnership
- Corporation-State New Jersey
- Other

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: August 31, 2000

2. Name and address of receiving party(ies):

Name: Gratch Jacobs & Brozman, P.C.

Internal Address:

Street Address: 950 Third Avenue

City: New York State: NY ZIP: 10022

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,422,150	607,109	560,717	1,353,088
589,652	641,494	552,693	
617,961	739,469	581,646	

Additional numbers Yes No

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

Name: Gerald E. Hespos

Internal Address: CASELLA & HESPOS LLP

Street Address: 274 Madison Avenue - Suite 1703

City: New York State: NY ZIP: 10016

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41): \$ \$265.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

03-1030

07-16-2001

U.S. Patent & TMO/TM Mail Rpt Dt. #34

08/13/2001 BY:RAE 00000008 1422150

DO NOT USE THIS SPACE

01 FC:481	40.00 OP
02 FC:482	225.00 OP

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.

Gerald E. Hespos

Name of Person Signing

Gerald E. Hespos

Signature

July 13, 2001

Date

Total number of pages including cover sheet, attachments, and

4

TRADEMARK

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that Gratch Jacobs & Brozman, P.C., designated as Collateral Agent (the "Collateral Agent") under the Collateral Agency Agreement, dated as of August 31, 2000, as the same may be amended, modified, extended or restated from time to time (the "Agency Agreement") by and among MM Holdings, Inc., Austin Financial Services, Inc. and Malibu Israel Ltd., (each a Secured Creditor and collectively, the "Secured Creditors"), and as required under the Austin Loan Agreement and the Malibu Loan Agreement, as defined in the Agency Agreement, and under the Secured Promissory Note of CB Holdings Corp. in favor of MM Holdings, Inc., has been granted a continuing security interest in and a continuing lien by the Borrower and Corporate Guarantors upon the trademark and trademark applications, if any, shown below:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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See attached Schedule A

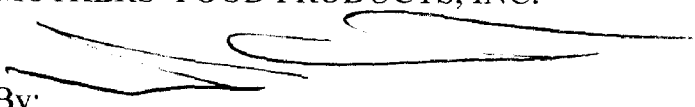
TRADEMARK APPLICATIONS

<u>Trademark Application No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Application</u>
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See attached Schedule A

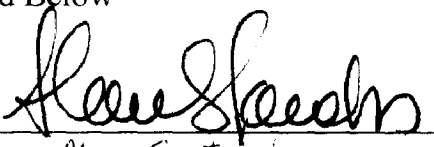
The parties hereto acknowledge and agree that the security interest granted in the trademarks named herein is an assignment for collateral purposes only, as provided in the Agency Agreement.

MOTHERS' FOOD PRODUCTS, INC.


By: _____
Name: VICTOR OSTREICHEL
Title: PRESIDENT

Acknowledged and Accepted:

GRATCH JACOBS & BROZMAN, P.C.
As Collateral Agent for the Lenders
Listed Below

By: 
Name: Alan S. Jacobs
Title: Partner

Lenders:
Malibu Israel Ltd.
32 Rothschild Blvd.
Tel Aviv, Israel 65123

Austin Financial Services, Inc.
1111 Santa Monica Blvd.
Suite 900
Los Angeles, CA 90025

MM Holdings Inc.
c/o Matheson Trust Company (BVI) Limited
P.O. Box 3151
Road Town
Tortola, British Virgin Islands

U.S. TRADEMARKS

Issued Trademarks

MOTHER'S & DES.	1,422,150	December 23, 1986
MOTHER'S & DES.	589,652	May 11, 1954
MOTHER'S & DES.	617,961	December 20, 1955
MOTHER'S & DES.	607,109	June 7, 1955
MOTHER'S & DES.	641,494	February 12, 1957
MOTHER'S & DES.	739,469	October 16, 1962
MOTHER'S & DES.	560,717	July 1, 1952
MOTHER'S & DES.	552,693	January 1, 1952
MOTHER'S & DES.	581,646	October 27, 1952
OLD WORLD	1,353,088	August 6, 1985