

08-14-2001



101810081

T	Docket No.:
Y	

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):
Rokeach Food Corporation *716-01*

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **New Jersey**
 Other _____

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

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 No
(Designations must be a separate document from
Additional name(s) & address(es) Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **August 31, 2000**

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

A. Trademark Application No.(s)

07-16-2001

U.S. Patent & TMO/TM Mail Rept Dt #34 Additional numbers

B. Trademark Registration No.(s)

1,134,369	1,190,141	380,071	775,474	250,918	1,684,552
1,416,146	1,466,463	1,016,234	757,553	203,870	126,615
1,646,163	696,499	82,261	1,068,839	1,783,540	207,421
867,634	713,692	640,454	250,800	931,878	

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:..... **23**

7. Total fee (37 CFR 3.41):.....\$ **\$590.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

03-1030

08/13/2001 DBYRME 00000087 1134369

01 FC:481 40.00 OP
02 FC:482 550.00 OP

DO NOT USE THIS SPACE

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 *Gerald E. Hespos* *July 11, 2001*
Name of Person Signing Signature Date

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>	Description of Trademark <u>Item</u>	<u>Date of Trademark</u>
----------------------	---	--------------------------

See attached Schedule A

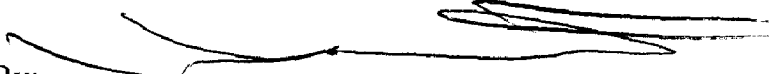
TRADEMARK APPLICATIONS

<u>Trademark Application No.</u>	Description of Trademark <u>Applied For</u>	<u>Date of Trademark Application</u>
--------------------------------------	--	--

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.

ROKEACH FOOD CORPORATION


By: _____
Name: Victor Ostreicher
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.
11111 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

Schedule A

U.S. TRADEMARKS

Issued Trademarks

COFFEE-LITE	1,134,369	April 29, 1980
COFFEE-LITE	1,416,146	November 4, 1986
HEALTH TIME & DES.	1,646,163	May 28, 1991
MOTHER'S	867,634	April 1, 1969
MOTHER'S OWN	1,190,141	February 16, 1982
MOTHER'S OWN	1,466,463	November 24, 1987
REC. DES. & C.MED	696,499	April 19, 1960
REDI-JELLED	713,692	April 4, 1961
ROKEACH	380,071	August 6, 1940
ROKEACH	1,016,234	July 22, 1975
ROKEACH'S	82,261	June 13, 1911
ROKEACH & DES.	640,454	January 22, 1957
ROKEACH & DES.	775,474	August 18, 1964
ROKEACH & DES.	757,553	October 1, 1963
ROKEACH & DES.	1,068,839	July 5, 1977
ROKEACH & DES.	250,800	December 18, 1928
ROKEACH & DES.	250,918	December 18, 1928
NYAFAT	203,870	September 29, 1925
MOTHER'S CHOICE	1,783,540	July 20, 1993
MRS. ADLER'S	931,878	April 4, 1972
WEIGHT WISE	1,684,552	April 28, 1992
ROKEACH-CAN	126,615	May 25, 1962
ROKEACH OLD V-CAN	207,421	May 30, 1975