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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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):

AmeriFoods Companies, Inc.

5·30·02

- [ ] Individual(s)
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [X] Corporation-State DE
- [ ] Other

Additional name(s) of conveying party(ies) attached? [ ] Yes [X] No

2. Name and address of receiving party(ies)

Name: Harrison Group, Inc.

Internal Address:

Street Address: 840 Jersey Street

City: Harrison State: NJ Zip: 07029

- [ ] Individual(s) citizenship
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [X] Corporation-State DE
- [ ] Other

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

3. Nature of conveyance:

- [X] Assignment
- [ ] Merger
- [ ] Security Agreement
- [ ] Change of Name
- [ ] Other

Execution Date: May 29, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,934,773

Additional number(s) attached [ ] Yes [X] No

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

Name: Barry WErbin, Esq.

Internal Address:

Street Address: 2 Park Avenue

City: New York State: NY Zip: 10016

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....$ 40.00

- [X] Enclosed
- [ ] Authorized to be charged to deposit account

8. Deposit account number:

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9. Signature.

Barry Werbin
Name of Person Signing

Signature

May 29, 2002
Date

Total number of pages including cover sheet, attachments, and document: 2

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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CONFIRMATORY TRADEMARK ASSIGNMENT

For good and valuable consideration, receipt of which is hereby acknowledged, AmeriFoods Companies, Inc., a Delaware corporation having its place of business at 260 Old Philadelphia Pike, Lancaster, PA 17602, herein called Assignor,

HEREBY SELLS, ASSIGNS, and TRANSFERS nunc pro tunc, effective March 1, 1999, unto the Harrison Group, Inc., a Delaware corporation having its place of business at 840 Jersey Street, Harrison, NJ 07029, herein called Assignee, all the right, title and interest in and to U.S. Trademark Registration No.: 1,934,773 for the mark **SHRA-LIN'S** ("MARK"), together with all the good will of the business symbolized by the Mark and the right to recover for any damages and profits for past infringements thereof.

The Assignor hereby represents and warrants to the Assignee that it is the title owner of the Mark and has the full authority to make this assignment; that the Mark has not heretofore been pledged or otherwise encumbered, and is in all respects free and clear; and that Assignor has not entered into any contract or made any commitment that will or may impair the Assignee's rights hereunder.

The Assignor agrees to execute any further documents that may be reasonably required to perfect this assignment of all right title and interest in the above-identified Mark.

This assignment may be filed by the Harrison Group, Inc. with the United States Patent and Trademark Office without further notice.

AMERIFOODS COMPANIES, INC.

Dated May 29, 2002

BY: [signature]
Name: Edward J. Tessier
Title: President

HFNYT: #624813 v.1 #05002-0000 05/29/2002

** TOTAL PAGE.02 **