

11-15-2002

Resulm



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>		RE U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.			
1. Name of conveying party(ies): KRSM Holdings, LLC; United Signature Foods, LLC Nancy's Specialty Foods, LLC <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State Delaware; California <input checked="" type="checkbox"/> Other <u>limited liability company</u> Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies) Name: <u>Credit Agricole Indosuez</u> Internal Address: Street Address: <u>1211 Avenue of the Americas</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10036</u> <input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <u>A National Banking Association</u> <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Joinder Agreement</u> Execution Date: <u>July 30, 1999</u>		4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ <u>See Attached Schedule IV</u> B. Trademark Registration No.(s) _____ <u>See Attached Schedule IV</u> Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Eileen Sullivan</u> Internal Address: <u>Bingham McCutchen LLP</u> Street Address: <u>150 Federal Street</u> City: <u>Boston</u> State: <u>MA</u> Zip: <u>02110</u>		6. Total number of applications and registrations involved: 15 7. Total fee (37 CFR 3.41).....\$ <u>390.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>500927</u>	
DO NOT USE THIS SPACE			
9. Signature. <u>Theresa M. Lachner</u> Name of Person Signing		<u><i>[Signature]</i></u> Signature <u>08/12/02</u> Date	
08/16/2002 LABELLER 00000106 1801641		Total number of pages including cover sheet, attachments, and document: 14	

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40.00 OP 350.00 SP

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

TRADEMARK REEL: 2617 FRAME: 0880

FROM

(MON) A. 5'02 20:E1/ST. 20:49/NO. 4E60036062 P 9

SCHEDULE IV**Trademarks**

Pledgor: Nancy's Specialty Foods

Registrations

<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>	<u>COUNTRY/STATE</u>	<u>DESCRIPTION</u>
1801441	10/26/93	USA	Calzoni
1586989	03/13/90	USA	Classic French
1797216	10/05/93	USA	Crust Cuisine and Design
89154	12/28/88	California	Florentine
1593913	03/18/96	Argentina	Nancy's
818543647	05/25/95	Brazil	Nancy's
404418	03/14/90	Canada	Nancy's
4135800	06/12/98	Japan	Nancy's
186931	06/13/95	Paraguay	Nancy's
362444	12/26/96	Republic of Korea	Nancy's
1995290	08/02/95	USA	Nancy's
2023322	12/17/96	USA	USA Nancy's Petite Desserts Thaw & Serve and Design
1757072	03/09/93	USA	Nancy's Petite Quiche
61401	04/08/80	California	Nancy's Quiche
1186044	01/12/82	USA	Nancy's Quiche
1590087	04/03/90	USA	Petit Fromage Puffs
1592609	04/17/90	USA	Quiche Monterey
1995290	08/20/96	USA	USA Nancy's
1941929	12/19/95	USA	Nancy's
404437	11/06/92	Canada	Nancy's and Design
1502380	08/30/88	USA	Nancy's and Design
2005899	10/08/96	USA	Nancy's and Design

Applications

<u>APPLICATION NUMBER</u>	<u>APPLICATION DATE</u>	<u>COUNTRY/STATE</u>	<u>DESCRIPTION</u>
75/071971	03/13/96	USA	Focaccini
153856	11/06/92	Mexico	Nancy's
95708619	08/30/95	Russian Federation	Nancy's
277823	05/19/95	Uruguay	Nancy's
882720	06/26/98	Canada	Nancy's Party Spirals and Design
75/289353	05/09/97	USA	Nancy's Party Spirals and Design

FROM

(MON) B. 5' 02 20:50/ST. 20:49/NO. 4860096062 P 2

Nancy's Specialty Foods

Joinder Agreement

July 30, 1999

Credit Agricole Indosuez,
as Collateral Agent
1211 Avenue of the Americas
New York, New York 10036
Attention: Mitchell Goldstein

Ladies and Gentlemen:

Reference is made to the Security Agreement dated as of August 28, 1998, as amended by Amendment No. 1 dated as of the date hereof (as it may be further amended, amended and restated, supplemented or otherwise modified from time to time, the "Agreement"), made by KRSM Holdings, LLC ("Holdings"), United Signature Foods, LLC (formerly known as RSM Foods, LLC) (the "Borrower"), each of the Guarantors listed on the signature pages thereto or from time to time party thereto by execution of a joinder agreement and Credit Agricole Indosuez, as collateral agent for the Secured Parties. Capitalized terms used herein but not otherwise defined herein have the meanings given such terms in the Agreement.

This letter supplements the Agreement and is delivered by Nancy's Specialty Foods ("New Pledgor"), pursuant to Section 22 of the Agreement. New Pledgor hereby agrees to be bound as a Guarantor and as a Pledgor by all of the terms, covenants and conditions set forth in the Agreement to the same extent that it would have been bound if it had been a signatory to the Agreement on the execution date of the Agreement. New Pledgor hereby makes each of the representations and warranties and agrees to each of the covenants applicable to the Pledgors contained in the Agreement.

Attached hereto are supplements to each of the schedules and annexes to the Agreement with respect to New Pledgor. Such supplements shall be deemed to be part of the Agreement.

This agreement and any amendments, waivers, consents or supplements hereto may be executed in any number of counter-

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parts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed to be an original, but all such counterparts together shall constitute one and the same agreement.

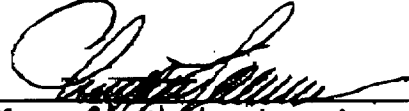
THIS AGREEMENT SHALL BE GOVERNED BY, AND SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK, EXCLUDING (TO THE GREATEST EXTENT PERMITTED BY LAW) ANY RULE OF LAW THAT WOULD CAUSE THE APPLICATION OF THE LAWS OF ANY JURISDICTION OTHER THAN THE STATE OF NEW YORK.

FROM

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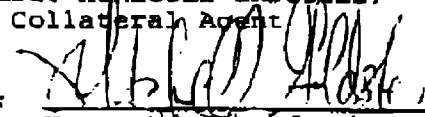
IN WITNESS WHEREOF, New Pledgor has caused this Agreement to be executed and delivered by its duly authorized officer as of the date first above written.

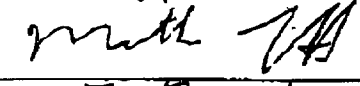
NANCY'S SPECIALTY FOODS,
as Pledgor

By: 
Name: Christopher Lacavera
Title: Authorized Representative

AGREED TO AND ACCEPTED:

CREDIT AGRICOLE INDOUEZ,
as Collateral Agent

By: 
Name: Michel Fidor
Title: VP

By: 
Name: M. P. L. F.
Title: VP

FROM

(MON) 8. 5' 02 20:51/ST. 20:49/NO. 4860036062 P 5

SCHEDULE I-A

Pledged Shares

Pledgor: Nancy's Specialty Foods

<u>ISSUER</u>	<u>CLASS OF STOCK</u>	<u>CERTIFICATE NO(S)</u>	<u>NUMBER OF SHARES</u>	<u>PERCENTAGE OF ALL ISSUED CAPITAL OR OTHER EQUITY INTERESTS OF ISSUER</u>
None.				

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SCHEDULE I-B

Initial Pledged Interests

Pledgor: Nancy's Specialty Foods

ISSUES	TYPE OF INTEREST	CERTIFICATE NO(S)	NUMBER OF SHARES	PERCENTAGE OF ALL ISSUED CAPITAL OR OTHER EQUITY INTERESTS OF ISSUER
None.				

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SCHEDULE II

Intercompany Notes

Pledgor: Nancy's Specialty Foods

<u>ISSUER</u>	<u>PRINCIPAL AMOUNT</u>	<u>DATE OF ISSUANCE</u>	<u>INTEREST RATE</u>	<u>MATURITY DATE</u>
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None.

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SCHEDULE III

Patents

Pledgor: Nancy's Specialty Foods

Registrations

<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>	<u>COUNTRY</u>	<u>DESCRIPTION</u>
None.			

Applications

<u>APPLICATION NUMBER</u>	<u>APPLICATION DATE</u>	<u>COUNTRY</u>	<u>DESCRIPTION</u>
None.			

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SCHEDULE V

Copyrights

Pledgor: Nancy's Specialty Foods

<u>DATE</u>	<u>COUNTRY</u>	<u>DESCRIPTION</u>
None.		

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(MON) 8. 5' 02 20:52/ST. 20:49/NO. 4E60036062 P 11

SCHEDULE VI

Licenses

Pledgor: Nancy's Specialty Foods

1. Letter Agreement with Nancy's Pies, Inc., an Illinois corporation, concerning use of "Nancy's" as a trade or corporate name. The Letter Agreement bears a date of September 14, 1992, but it was signed by Nancy's Pies, Inc. on May 11, 1993. Under the Letter Agreement, Nancy's Pies (i) only is allowed to use "Nancy's" as a tradename and only in association with frozen eight inch and four inch baked, and ready to bake pies and shells, which are sold to non-retail markets and not directly to the consuming public except as provided below; (ii) is prohibited from expanding its use of "Nancy's" on nor in connection with frozen entrees and frozen hors d'oeuvre; (iii) only is allowed to use "Nancy's" in conjunction with the term "pies" in its name or corporate name or any corporate communications; and (iv) its use of "Nancy's" as a tradename or corporate name honoring association with fresh baked pies shall be limited to the geographic area comprising a 300 mile diameter, with a center point of Rock Island, Illinois.

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SCHEDULE VII

Financial Accounts

Pledgor: Nancy's Specialty Foods

**NAME OF
FINANCIAL
INSTITUTION**

**ADDRESS
AND ABA
NUMBER**

**ACCOUNT
NAME AND
NUMBER**

Wells Fargo

4191 El Camino Real
Palo Alto 94306
ABA# 121 000 248 428 5057 204

Nancy's Specialty Foods

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ANNEX A

Prior Liens

<u>Secured Party</u>	<u>Jurisdiction</u>	<u>Location</u>	<u>Date</u>	<u>Number</u>	<u>Comment</u>
None.					

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ANNEX E

Location of Pledgors

<u>Pledgor</u>	<u>Chief Executive Office</u>	<u>Tax ID Number</u>	<u>Other Locations</u>
Nancy's Specialty Foods	6500 Overlake Place Newark, California	94-2768718	

REVISED SCHEDULE IV**Registrations:**

<u>Registration Number</u>	<u>Registration Date</u>	<u>Description</u>
1801641	10/26/93	Calzone
1586989	03/13/90	Classic French
1797216	10/05/93	Crust Cuisine and Design
1995290	08/02/95	Nancy's
2023322	12/17/96	USA Nancy's Petite Desserts
1257072	03/09/93	Nancy's Petite Quiche
1186044	01/12/82	Nancy's Quiche
1590087	04/03/90	Petit Fromage Puffs
1592609	04/17/90	Quiche Monterey
1995290	08/20/96	USA Nancy's
1941929	12/19/95	Nancy's
1502380	08/30/88	Nancy's and Design
2005899	10/08/96	Nancy's and Design

Applications:

<u>Application Number</u>	<u>Application Date</u>	<u>Description</u>
75/071971	03/13/96	Focaccini
75/289,353	05/09/97	Nancy's Party Spirals and