

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	SECURITY INTEREST
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Nonni's Food Company, Inc.		03/29/2004	CORPORATION: FLORIDA

RECEIVING PARTY DATA	
Name:	Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services Inc.
Street Address:	222 N. LaSalle Street, 16th Floor
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60601
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 9		
Property Type	Number	Word Mark
Registration Number:	2290315	NONNI'S
Registration Number:	2222870	NONNI'S AUTHENTIC ITALIAN FAMILY RECIPE
Registration Number:	2139701	BAKEL CHIPS
Registration Number:	1869831	BISTRO BISCOTTI
Registration Number:	1852533	CAFE BISCOTTI
Registration Number:	1727905	NONNI'S
Registration Number:	1684571	CRISPINI
Serial Number:	78278673	NEW YORK STYLE BAKERY
Serial Number:	78261289	NONNI'S

CORRESPONDENCE DATA	
Fax Number:	(312)863-7442
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	312-201-3863
Email:	mary.schmidt@goldbergkohn.com
Correspondent Name:	Mary A. Schmidt
Address Line 1:	55 E. Monroe Street, Suite 3700

OP \$240.00 2290315

Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER:

5125.072

NAME OF SUBMITTER:

Mary A. Schmidt

Total Attachments: 6  
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**SCHEDULE A**

**TRADEMARK REGISTRATIONS**

<b>TRADEMARK DESCRIPTION</b>	<b>REGISTRATION NO.</b>	<b>DATE REGISTERED</b>
Nonni's	2290315	11/2/99
Nonni's authentic Italian family recipe	2222870	2/9/99
Bakel Chips	2139701	2/24/98
Bistro Biscotti	1869831	12/27/94
Café Biscotti	1852533	9/6/94
Nonni's	1727905	10/27/92
Crispini	1684571	4/28/92

**TRADEMARK APPLICATIONS**

New York style bakery	78-278673
Nonni's	78-261289

## TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (the "Agreement") made as of this 29th day of March, 2004 by Nonni's Food Company, Inc., a Florida corporation ("Grantor") in favor of Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services Inc., in its capacity as Agent for the Lenders party to the Credit Agreement (defined below) ("Grantee"):

### W I T N E S S E T H

WHEREAS, Grantor and Grantee are parties to a certain Credit Agreement of even date herewith (as the same may be amended or otherwise modified from time to time, the "Credit Agreement") providing for the extensions of credit to be made to Grantor by Lenders;

WHEREAS, pursuant to the terms of a certain Security Agreement of even date herewith between Grantor and Grantee (as the same may be amended or otherwise modified from time to time, the "Security Agreement"), Grantor has granted to Grantee, for the benefit of Lenders, a security interest in substantially all of the assets of Grantor including all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Trademarks (as defined in the Security Agreement), together with the goodwill of the business symbolized by Grantor's Trademarks, and all products and proceeds thereof, to secure the payment of all amounts owing by Grantor under the Credit Agreement;

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Grantor agrees as follows:

1. Incorporation of Credit Agreement and Security Agreement. The Credit Agreement and Security Agreement and the terms and provisions thereof are hereby incorporated herein in their entirety by this reference thereto. All terms capitalized but not otherwise defined herein shall have the same meanings herein as in the Security Agreement.

2. Grant and Reaffirmation of Grant of Security Interests. To secure the payment and performance of the Obligations, Grantor hereby grants to Grantee, for its benefit and the benefit of Lenders, and hereby reaffirms its prior grant pursuant to the Security Agreement of, a continuing security interest in Grantor's entire right, title and interest in and to the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), whether now owned or existing or hereafter created, acquired or arising:

- (i) each Trademark listed on Schedule A annexed hereto, together with any reissues, continuations or extensions thereof, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark;
- and

(ii) all products and proceeds of the forgoing, including without limitation, any claim by Grantor against third parties for past, present or future (a) infringement or dilution of any Trademark, or (b) injury to the goodwill associated with any Trademark.

Notwithstanding the foregoing, in no event shall Trademark Collateral include any application to register any trademark, service mark or other mark prior to the filing under applicable law of a verified statement of use (or the equivalent) for such trademark, service mark or other mark to the extent the creation of a security interest therein or the grant of a mortgage thereon would void or invalidate such trademark, service mark or other mark.

[signature page follows]

IN WITNESS WHEREOF, Grantor has duly executed this Agreement as of the date first written above.

NONNI'S FOOD COMPANY, INC.

By: *T M Harris*  
Its: President

Agreed and Accepted  
As of the Date First Written Above:

MERRILL LYNCH CAPITAL, a division of  
Merrill Lynch Business Financial Services Inc.,  
as Agent

By: *Jerry Jahn*  
Its: Director

**SCHEDULE A**

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Nonni's	78-261289