

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
------------------	----------------

NATURE OF CONVEYANCE:	Trademark Security Interest Release
-----------------------	-------------------------------------

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Wells Fargo Bank, N.A., as Administrative Lender		05/26/2004	CORPORATION: UNKNOWN

RECEIVING PARTY DATA	
Name:	Marketfare Foods, Inc.
Street Address:	2512 E. Magnolia
City:	Phoenix
State/Country:	ARIZONA
Postal Code:	85034
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 35		
Property Type	Number	Word Mark
Registration Number:	0197880	
Registration Number:	0197883	
Registration Number:	0386433	
Registration Number:	0960064	SMILEYS
Registration Number:	0961608	SMILEYS
Registration Number:	1246533	SANDITO
Registration Number:	1275428	
Registration Number:	1286250	AUNT BEA'S
Registration Number:	1294751	DELI PRIDE
Registration Number:	1308220	
Registration Number:	1391003	OLD SANTA FE
Registration Number:	1394253	ITALINI
Registration Number:	1394254	ITALINI
Registration Number:	1398746	AVALANCHE

OP \$890.00 0197880

Registration Number:	1400601	
Registration Number:	1422133	PIZZA GRANDE
Registration Number:	1469228	SUPER TATO
Registration Number:	1528508	SOUTHERN ACRES
Registration Number:	1912702	FESTITOS
Registration Number:	1936153	SAUSAWRAP
Registration Number:	2056322	ROUND STREET
Registration Number:	2080937	TODAY'S MARKET
Registration Number:	2147807	HIGH PLAINS
Registration Number:	2162959	QUICK EATS
Registration Number:	2179710	TAKEOUTS SELECT
Registration Number:	2206240	OVEN-IN-A-BAG
Registration Number:	2220617	SMILEY'S ALL STARS
Registration Number:	2325758	DELI FRESH
Registration Number:	2370400	
Registration Number:	2535486	ROUNDSTREET
Registration Number:	2579293	MARKETFARE
Serial Number:	75575397	BREAKFAST-IN-A-MINIT
Serial Number:	75576847	LUNCH-IN-A-MINIT
Serial Number:	75576887	DELI-IN-A-MINIT
Serial Number:	75687241	COOL HOT CHOCOLATE

CORRESPONDENCE DATA

Fax Number: (213)996-3339
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2136836339
Email: claudiaimmerzeel@paulhastings.com
Correspondent Name: Claudia Immerzeel
Address Line 1: 515 S. Flower St., 25th Floor
Address Line 4: Los Angeles, CALIFORNIA 91501

ATTORNEY DOCKET NUMBER:	45140.00077
NAME OF SUBMITTER:	Claudia Immerzeel

Total Attachments: 4
source=MarketFare#page1.tif
source=MarketFare#page2.tif
source=MarketFare#page3.tif
source=MarketFare#page4.tif

TRADEMARK SECURITY INTEREST RELEASE

THIS TRADEMARK SECURITY INTEREST RELEASE, dated as of May 26, 2004 (this "Release"), from Wells Fargo Bank, N.A., as Administrative Lender (the "Administrative Lender") under that certain Amended and Restated Revolving Credit and Term Loan Agreement dated as of January 31, 2002 (as amended, the "Credit Agreement") among Marketfare Foods, Inc., a Delaware corporation (the "Borrower"), Landshire Sandwiches of Columbus, Inc., an Ohio corporation, the financial institutions from time to time party thereto, and Administrative Lender, is given pursuant to the terms of the Credit Agreement and the Security Agreement (as defined below).

WHEREAS, Borrower and Administrative Lender entered into a Security Agreement dated as of June 21, 1999 (as amended, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, Borrower granted to Administrative Lender for the benefit of the Lenders a continuing security interest in and to substantially all of the property of Borrower, including all of its right, title and interest in and to the trademarks and trademark applications therefor whether then owned or thereafter acquired or created, including without limitation, the trademarks on Schedule A hereto (collectively, the "Released Trademarks"); and

WHEREAS, the Security Agreement was recorded with the United States Patent and Trademark Office on September 16, 1999, at Reel 1959, Frame 0816, and on February 22, 2002 at Reel 2454, Frame 0253.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Administrative Lender hereby fully, finally and forever releases, discharges and disclaims each security interest, lien and any other encumbrance of any kind created pursuant to the Credit Agreement and the Security Agreements, covering all or any portion of the Released Trademarks, and assigns any and all interest it may have in and to the Released Trademarks to Borrower.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, Administrative Lender has caused this Release to be duly executed by its duly authorized officer as of the date first written above.

WELLS FARGO BANK, N.A.,
as Administrative Lender

By: *Ronald P. Christenson*
Ronald P. Christenson
Vice President

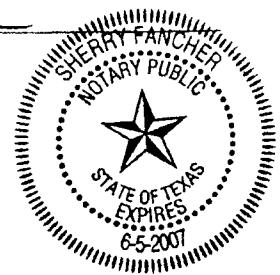
STATE OF TEXAS)
) ss:
COUNTY OF HARRIS)

I, a notary public, in and for the county and state aforesaid, do hereby certify that Ronald P. Christenson personally known to me to be a Vice President of Wells Fargo Bank, N.A. appeared before me this day in person and acknowledged that he signed the above and foregoing instrument pursuant to authority granted to him by said corporation for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 26 day of May, 2004.

Sherry Fancher
Notary Public

My commission expires: 6-5-07



SCHEDULE A --TRADEMARK SECURITY RELEASE

<u>Trademark</u>	<u>Country</u>	<u>Reg. No./ (App. No)</u>	<u>Reg. Date/ (App. Date)</u>	<u>Record Owner</u>	<u>Status/ Comments</u>
[N/A]	United States	0197880		Market Fare Foods, Inc.	[N/A]
[N/A]	United States	0197883		Market Fare Foods, Inc.	[N/A]
[N/A]	United States	0386433		Market Fare Foods, Inc.	[N/A]
SMILEYS	United States	0960064	05/29/1973	Market Fare Foods, Inc.	Canceled
SMILEYS	United States	0961608	06/19/1973	Market Fare Foods, Inc.	Registered
SANDITO	United States	1246533	07/26/1983	Market Fare Foods, Inc.	Registered
<i>[DESIGN ONLY]</i>	United States	1275428	04/24/1984	Market Fare Foods, Inc.	Registered
AUNT BEA'S	United States	1286250	07/17/1984	Market Fare Foods, Inc.	Registered
DELI PRIDE	United States	1294751	09/11/1984	Market Fare Foods, Inc.	Registered
<i>[DESIGN ONLY]</i>	United States	1308220	12/04/1984	Market Fare Foods, Inc.	Registered
OLD SANTA FE	United States	1391003	04/22/1986	Market Fare Foods, Inc.	Registered
ITALINI	United States	1394253	05/20/1986	Market Fare Foods, Inc.	Registered
ITALINI	United States	1394254	05/20/1986	Market Fare Foods, Inc.	Registered
AVALANCHE	United States	1398746	06/24/1986	Market Fare Foods, Inc.	Registered
<i>[DESIGN ONLY]</i>	United States	1400601	07/08/1986	Market Fare Foods, Inc.	Registered
PIZZA GRANDE	United States	1422133	12/23/1986	Market Fare Foods, Inc.	Registered
SUPER TATO	United States	1469228	12/15/1987	Market Fare Foods, Inc.	Registered
SOUTHERN ACRES	United States	1528508	03/07/1989	Market Fare Foods, Inc.	Registered
FESTITOS	United States	1912702	08/15/1995	Market Fare Foods, Inc.	Registered
SAUSAWRAP	United States	1936153	11/14/1995	Market Fare Foods, Inc.	Registered

EXHIBIT A --TRADEMARK SECURITY INTEREST RELEASE

<u>Trademark</u>	<u>Country</u>	<u>Reg. No./ (App. No.)</u>	<u>Reg. Date/ (App. Date)</u>	<u>Record Owner</u>	<u>Status/ Comments</u>
ROUND STREET	United States	2056322	04/22/1997	Market Fare Foods, Inc.	Registered
TODAY'S MARKET	United States	2080937	07/22/1997	Market Fare Foods, Inc.	Registered
HIGH PLAINS	United States	2147807	03/31/1998	Market Fare Foods, Inc.	Registered
QUICK EATS	United States	2162959	06/02/1998	Market Fare Foods, Inc.	Registered
TAKEOUTS SELECT	United States	2179710	08/04/1998	Market Fare Foods, Inc.	Registered
OVEN-IN-A-BAG	United States	2206240	11/24/1998	Market Fare Foods, Inc.	Registered
SMILEY'S ALL STARS	United States	2220617	01/26/1999	Market Fare Foods, Inc.	Registered
DELI FRESH	United States	2325758	03/07/2000	Market Fare Foods, Inc.	Registered
SONRITOS	United States	2370400	05/21/2002	Market Fare Foods, Inc.	Registered
ROUND STREET	United States	2535486	02/05/2002	Market Fare Foods, Inc.	Registered
MARKETFARE	United States	2579293	06/11/2002	Market Fare Foods, Inc.	Registered
BREAKFAST-IN-A-MINIT	United States	(75575397)	(10/23/1998)	Market Fare Foods, Inc.	Abandoned
LUNCH-IN-A-MINIT	United States	(75576847)	(10/23/1998)	Market Fare Foods, Inc.	Abandoned
DELI-IN-A-MINIT	United States	(75576887)	(10/23/1998)	Market Fare Foods, Inc.	Abandoned
COOL HOT CHOCOLATE	United States	(75687241)	(04/20/1999)	Market Fare Foods, Inc.	Abandoned

EXHIBIT A - TRADEMARK SECURITY INTEREST RELEASE