

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patent and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
JOYCE FOOD, L.L.C.

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

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

2. Name and address of receiving party(ies):
STERLING NATIONAL BANK
500 Seventh Avenue
New York, New York 10018

Individual(s) citizenship _____
 Association - National Banking Association
 General Partnership _____
 Limited Partnership _____
 Corporation - _____
 Other _____

Domestic representative is attached: Yes No
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other - _____

Execution Date: October 13, 2004

4. (A.) Trademark Application No.(s)

Additional numbers attached? Yes No

4. (B.) Trademark Registration No.(s)

959016 2633082
1856867 2590749
2584867 536579

5. Correspondence should be mailed to:

VICTOR M. TANNENBAUM
ABELMAN, FRAYNE & SCHWAB
150 East 42nd Street
New York, New York 10017

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFT 3.41): \$ 165.00

Enclosed
(The said Deposit Account should be charged for any official fee not full covered by the enclosed check)

Authorized to be charged to deposit account
Deposit account number: 01-0035
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

8. 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.

VICTOR M. TANNENBAUM
Name of Person Signing



Signature

12/3/04

Date

Total number of pages comprising cover sheet, attachments and documents: 4

CH \$165.00 010035 0959016

**CONFIRMATION OF GRANT OF
SECURITY INTEREST**

WHEREAS, **JOYCE FOOD, L.L.C.**, a limited liability company organized and existing under the laws of the State of New Jersey, United States of America, with an office at 80 Avenue K, City of Newark, State of New Jersey, United States of America (hereinafter "Owner") is the owner of the following trademarks registered in the United States Patent and Trademark Office.

<u>Trademark</u>	<u>Number</u>
CARMEL	959016
CARMEL	1856857
CROYDEN HOUSE	2584867
JASON	2533082
VICTOR'S	2590749
GOODMAN'S	536579


(hereinafter collectively referred to as the "said Trademarks"); and

WHEREAS, **STERLING NATIONAL BANK**, a national banking association with an office at 500 Seventh Avenue, City of New York, State of New York 10018, United States of America (hereinafter "Secured Party"), has been granted a security interest in the said Trademarks by Owner pursuant to the terms and conditions of a separate agreement between Owner and Secured Party dated October 13, 2004 (hereinafter "Security Agreement").

NOW, THEREFORE, Owner hereby confirms that pursuant to the terms and conditions of the Security Agreement, Owner has granted a security interest in the said Trademarks to Secured Party and that Owner has given permission to Secured Party to record this security interest. The aforementioned security interest shall remain in full force and effect for an unlimited duration subject to the release of such security interest pursuant to the terms and conditions of the Security Agreement.

This Confirmation of Grant of Security Interest has been executed by the parties on the dates indicated below with the understanding that it is effective as of October 13, 2004.

JOYCE FOOD, L.L.C.

By  _____

Title:

Date: *November 18, 2004*

SECURITY NATIONAL BANK

By  _____

Title: *First Vice President*

Date: *November 22, 2004*

TRADEMARK

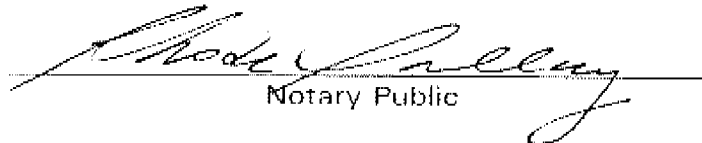
REEL: 002986 FRAME: 0243

NOTARIAL CERTIFICATE - Limited Liability Company

UNITED STATES OF AMERICA)
STATE OF) SS:
COUNTY OF)

On this *1st* day of *November* 2004, before me personally
appeared *Victor Ostreicher*, to me known, who, being by me
duly sworn, did depose and say that he/she is the _____ of the
limited liability company described in and which executed the foregoing document and that
he/she signed his/hcr name thereto.

(Notarial Seal)


Notary Public

**RHODA SALLAY
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES JULY 7, 2007**

NOTARIAL CERTIFICATE - Corporation

UNITED STATES OF AMERICA)
STATE OF *NEW YORK*) SS:
COUNTY OF *NEW YORK*)

On this *22* day of *NOVEMBER* 2004, before me personally appeared *MURRAY MURKOWITZ*, to me known, who, being by me duly sworn, did depose and say that he/she is the *FIRST VICE PRESIDENT* of the corporation described in and which executed the foregoing document and that he/she signed his/her name thereto.

(Notarial Seal)

William F. Hagedorn Jr.

Notary Public

STATE OF NEW YORK
Notary Public, State of New York
No. 4319123
Qualified in Cuyahoga County
Commission Expires Aug. 31, 2006