

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):
ROKEACH FOOD CORPORATION

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)
 76/426189
 78/163678
 78/440865
 78/351692

Additional numbers attached? Yes No

4. (B.) Trademark Registration No.(s)
 1755628 1646163 1466463 250918 640454
 1416146 1468689 931878 380071 775476
 758940 2832780 203870 775476 1068839
 696499 867634 2730734 1016234 757553
 1037589 1190141 713692 250800 1684552

Additional numbers attached? Yes No

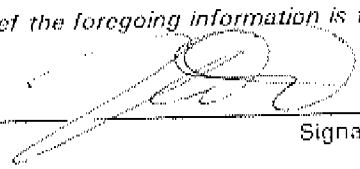
5. Correspondence should be mailed to:
VICTOR M. TANNENBAUM
ABELMAN, FRAYNE & SCHWAB
 150 East 42nd Street
 New York, New York 10017

6. Total number of applications and registrations involved: **29**

7. Total fee (37 CFT 3.41): \$ 740.00
 Enclosed
 (The said Deposit Account should be charged for any official fee not fully 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  12/03/04
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet, attachments and documents: **5**

CH \$740.00 010035 76426189

**CONFIRMATION OF GRANT OF
SECURITY INTEREST**

WHEREAS, **ROKEACH FOOD CORPORATION**, a corporation 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 trademarks set forth on the attached Schedule registered or applied for in the United States Patent and Trademark Office (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.

ROKEACH FOOD CORPORATION

By [Signature]
Title:

Date: November 18, 2004

STERLING NATIONAL BANK

By [Signature]
Title: First Vice President

Date: November 22, 2004

SCHEDULE

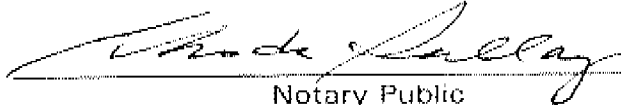
<u>Trademark</u>	<u>Number</u>
ACTION	1755628
CHILLERS and design	76/426189 (Appl.)
CHILLERS CAFE	78/163678 (Appl.)
COFFEE-LITE	1416146
FLAVOR GEM	758940
GREEN and Yellow MOTHER'S Label Design	696499
HAV-A-CUP	1037589
HEALTH TIME and Design	1646163
INVEI HAGEFEN	78/440865 (Appl.)
MILK 'N' HONEY	1468689
MISHPACHA and Design	2832780
MOTHER'S	867634
MOTHER'S OWN	1190141
MOTHER'S OWN	1466463
MRS. ADLER'S	931878
NYAFAT	203870
PRI-HAKEREM	2730734
REDI-JELLED	713692
ROKEACH	250918
ROKEACH	380071
ROKEACH	775476
ROKEACH	1016234
ROKEACH and Design	250800
ROKEACH and Design	640454
ROKEACH and Design	775476
ROKEACH and Design	1068839
ROKEACH and Design	757553
THE MISHPACHA THE FAMILY	
VALUE BRAND! and Design	78/351692 (Appl.)
WEIGHT WISE	1684552

NOTARIAL CERTIFICATE - Corporation

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

On this 15 day of November 2004, before me personally
appeared Victor Ostracher, to me known, who, being by me
duly sworn, did depose and say that he/she is the _____ of the
corporation described in and which executed the foregoing document and that he/she signed
his/her 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 *Muhammad Ahmad*, 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. Neugebauer Jr.

Notary Public

NOTARY PUBLIC, State of New York
No. 4578783
Qualified in County of *Seneca*
Certificate Filed in New York County
Commission Expires on *12/31/2006*