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6.23.04

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T 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):
Fleet National Bank
100 Federal Street
Boston, Massachusetts 02110
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other National Banking Corporation

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Release of Security Interest
Execution Date: 06/08/2004

2. Name and address of receiving party(ies)
Name: Valley Fresh, Inc.
Internal Address: _____
Address: _____
Street Address: 680 D Street
City: Turlock State: CA Zip: 95381

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 1942461
Please see Schedule A attached hereto

B. Trademark Registration No.(s) 6.23
Please see Schedule A attached hereto

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Brian J. Bocketti
Internal Address: 700 Guaranty Building
Street Address: 28 Church Street
City: Buffalo State: New York Zip: 14202

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41).....\$ 165
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
N/A
(Attach duplicate copy of this page if paying by deposit account)

2004 JUN 23 AM 7:57
DR/FINANCE

DO NOT USE THIS SPACE

9. 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.

Brian J. Bocketti
Name of Person Signing

Bj Bocketti
Signature

6/11/04
Date

06/24/2004 DRYRNF 00000006 1842461

Total number of pages including cover sheet, attachments, and document:

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

01 FC:8521
02 FC:8522

40.00 DP
125.00 DP

SCHEDULE A

TRADEMARKS, TRADENAMES APPLICATIONS AND REGISTRATIONS

<u>Trademark/Service mark Number</u>	<u>Registration or Serial</u>
VALLEY FRESH (and design)	Reg. 1,842,461
POLLO RAPIDO	Ser. 74-469,063
VALLEY FRESH (and design)	Reg. 1,199,731
VALLEY FRESH	Reg. 1,151,154
VALLEY FRESH	Reg. 980,458
POLLO A SU GUSTO	Reg. 2,445,042

TERMINATION AND RELEASE
OF
TRADEMARKS AND SERVICEMARKS
SECURITY INTEREST

WHEREAS, VALLEY FRESH, INC., a Delaware corporation ("VFI"), having an office at 680 D Street, Turlock, California 95381, is the owner of certain United States and foreign trademarks and United States and foreign trademark registrations, certificates of registration (and similar documents) and applications for trademark registrations, and all renewals and extensions thereof, including without limitation those set forth in Schedule A attached hereto and is a party to certain trademark licenses of United States and foreign trade names, trade name registrations and applications for trade name registrations, including without limitation those set forth in Schedule A attached hereto;

WHEREAS, Fleet National Bank (successor in interest to Fleet Bank of Massachusetts, N.A.), a national banking association ("Fleet"), organized and existing under the laws of the United States of America, with a principal place of business at 100 Federal Street, Boston, Massachusetts 02110, as Agent for itself and other lenders, acquired a security interest in said trademarks, trademark applications and trademark applications and the goodwill of the business symbolized by said trademarks, trademark applications and trademark registrations and all proceeds of the foregoing pursuant to the terms of a Credit Agreement dated December 8, 1994 by and between James Crean Foods, Inc., Freezer Queen Foods, Inc., VFI and Fleet Bank of Massachusetts, N.A., as Agent and as Lender (as amended, supplemented or renewed from time to time, the "Credit Agreement") as evidenced by a Conditional Trademark Assignment dated December 8, 1994, recorded with the United States Department of Commerce, Patent and Trademark Office at Reel 1264, Frame 0352 recorded in December 19, 1994, and Assignment Document recorded in Reel 002305, Frame 0264 on May 30, 2001;

WHEREAS, all of the obligations of VFI under the Credit Agreement have been paid in full or assigned and pursuant to the terms of the Credit Agreement, the parties desire to terminate and release the security interests in, and reassign back to VFI, the trademark registrations, trade names, licenses, applications, goodwill and all proceeds thereof described above (including those specifically set forth in Schedule A attached hereto, but not limited thereto);

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Fleet hereby terminates and releases its security interest in, and gives, grants and assigns (without representations, warranty or recourse of any kind or nature) to VFI, said trademarks license agreements and said trademark registrations, said applications for trademark registrations, the goodwill of the business symbolized by said trademarks, trademark applications and trademark registrations and all proceeds thereof, in each case, now existing or hereafter acquired.

Fleet hereby requests the appropriate filing and recording offices, including but not limited to the United States Patent and Trademark Office to file and record the same together with the annexed schedules.

EXECUTED as of the 26 day of May, 2004.

Fleet National Bank, successor in interest to
Fleet Bank of Massachusetts, N.A.

By: James C. Silva
James C. Silva
Managing Director

Valley Fresh, Inc.

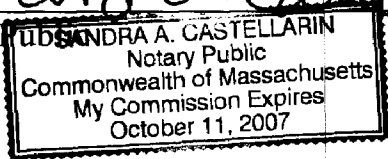
By: Engene W. Loney
Name:
Title: *VP*

COMMONWEALTH OF MASSACHUSETTS
COUNTY OF SUFFOLK

Archaic

On this 26 day of May, 2004, before me, the undersigned notary public, personally appeared James C. Silva, Director, proved to me through satisfactory evidence of identification, which was _____, to be the person whose name is signed on the attached documents, who acknowledged to the foregoing to be his free act and deed in said capacity and the free act and deed of Fleet National Bank.

My Commission expires: October 11, 2007 Sandra A. Castellari
Notary



STATE OF New York
COUNTY OF Erie

On this 8th day of June, 2004, before me, the undersigned notary public, personally appeared Eugene G. Carney, to me known, who being by me duly sworn, did depose and say that he/she is the Vice President of Valley Fresh, Inc., and that he/she further acknowledged the foregoing to be his/her free act and deed in said capacity and the free act and deed of Valley Fresh, Inc.

My Commission expires: October 22, 2005 Brian J. Sockett
Notary Public

