

06-25-2004

6.23.04

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2004) Tab settings



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102777208

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 Buston, Massachusetts 02110

2. Name and address of receiving party(ies) Name: Freezer Queen Foods, Inc. Internal Address: Street Address: 975 Fuhrman Boulevard City: Buffalo State: NY Zip: 14202

3. Nature of conveyance: Other Release of Security Interest Execution Date: 06/08/2004

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

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: NY Zip: 14202

6. Total number of applications and registrations involved: 7 7. Total fee (37 CFR 3.41): \$190 8. Deposit account number: N/A

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 Signature Date 6/11/04

06/24/2004 00000005 719712

01 FC:8521 02 FC:8522

40.00 OP 150.00 OP

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

TRADEMARK REEL: 002998 FRAME: 0022

SCHEDULE A

TRADEMARKS, TRADENAMES APPLICATIONS AND REGISTRATIONS

<u>Trademark/Service mark Number</u>	<u>Registration or Serial</u>
FREEZER QUEEN	Reg. 719,742
SMART TASTE, SMART PRICE	Ser. 74-545,393
TODAY'S GOURMET	Ser. 74-478,299
COOK SMART	Ser. 74-406,609
SMART CUISINE	Ser. 74-406,352
HOMESTYLE TASTE YOU CAN TRUST	Reg. 2133013
FAMILY BUFFET	Reg. 2537356

TERMINATION AND RELEASE
OF
TRADEMARKS AND SERVICEMARKS
SECURITY INTEREST

WHEREAS, FREEZER QUEEN FOODS, INC., a Delaware corporation ("FQF"), having an office at 975 Fuhrmann Blvd., Buffalo, New York 14203, 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 registrations, 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., FQF, Valley Fresh, Inc. 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 1265, Frame 0334 recorded in December 19, 1994, and Assignment Document recorded in Reel 002305, Frame 0249 on May 30, 2001;

WHEREAS, all of the obligations of FQF 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 FQF, 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 FQF, 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 8th day of ^{June}~~May~~, 2004.

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

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

Freezer Queen Foods, Inc.

By: Ernest W. Carney
Name:
Title: *VP*

COMMONWEALTH OF MASSACHUSETTS
COUNTY OF SUFFOLK

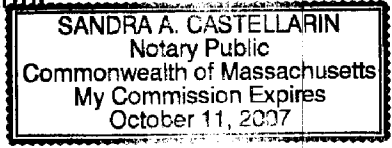
Manager

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: Oct. 11, 2007

Sandra A. Castellarin

Notary Public



STATE OF New York
COUNTY OF Essex

On this 8th day of May, 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 Freezer Queen Foods, Inc.

My Commission expires: Oct 22, 2005

B. J. Beuchta

Notary Public

