

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment for Security

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
R.A.B. Food Group, LLC	FORMERLY The B. Manischewitz Company, LLC	02/11/2005	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	JP Morgan Chase Bank , N.A., as administrative and collateral agent
Street Address:	1166 Avenue of the Americas
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	a New York Banking corporation: NEW YORK

PROPERTY NUMBERS Total: 30

Property Type	Number	Word Mark
Registration Number:	2918514	
Registration Number:	2916957	
Registration Number:	131941	HOROWITZ THE BEST SINCE 1884 HOROWITZ BROS. & MARGARETEN KOSHER MATZOH PRODUCTS
Registration Number:	690635	FISHLETS
Registration Number:	2019700	GUILTLESS GOURMET
Registration Number:	1939663	GUILTLESS GOURMET
Registration Number:	1937014	GUILTLESS GOURMET
Registration Number:	1939643	GUILTLESS GOURMET
Registration Number:	1816047	GUILTLESS GOURMET
Registration Number:	2043300	GOURMET WITHOUT GUILT
Registration Number:	394250	TAM TAM
Registration Number:	181334	
Registration Number:	1167516	GARLIC TAMS

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Registration Number:	2430823	ATLANTIC GOURMET
Registration Number:	282739	SEASON
Registration Number:	2491791	GOLD BOAT
Registration Number:	191473	GOLD BOAT
Registration Number:	2840131	NOSHABLES
Registration Number:	2575374	SEASON
Serial Number:	78359985	CARB STYLE
Serial Number:	78359973	GREAT TASTE FOR LOW CARB LIVING
Serial Number:	76575368	
Serial Number:	78381019	MANISCHEWITZ
Serial Number:	78381036	TINY TAMS
Serial Number:	78391351	GUILTLESS CARBS
Serial Number:	78442392	GARDEN OF ASIA
Serial Number:	78480883	ASIAN HARVEST
Serial Number:	78359285	MANISCHEWITZ
Serial Number:	78363878	TAM TAM
Serial Number:	76570772	

CORRESPONDENCE DATA

Fax Number: (212)836-6778
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: probbins@kayescholer.com
 Correspondent Name: Paul Robbins, Esq.
 Address Line 1: 425 Park Avenue
 Address Line 2: c/o Kaye Scholer LLP
 Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Joyce Francis
Signature:	/s/Joyce Francis
Date:	02/18/2005

Total Attachments: 2
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SECURITY AGREEMENT

(TRADEMARKS)

WHEREAS, R.A.B. Food Group, LLC, a Delaware limited liability company (herein referred to as "Grantor"), has adopted, used and is using the trademarks listed on the annexed **Schedule 1** annexed hereto as part hereof, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Grantor is obligated to JPMorgan Chase Bank, N.A., as administrative and collateral agent (referred to herein as the "Grantee") and the other Secured Parties, as such term is defined in the Omnibus Pledge and Security Agreement, dated as of February 11, 2005 (as amended, restated, supplemented or otherwise modified, the "Security Agreement") by and among Grantor, the other Pledgors named therein and the Grantee for the payment and performance of the Secured Obligations (as defined in the Security Agreement); and

WHEREAS, pursuant to the Security Agreement, Grantor has granted to Grantee a security interest in all right, title and interest of Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Trademark Collateral"), to secure the payment, performance and observance of the Secured Obligations;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby further grant to Grantee a security interest in the Trademark Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Grantee's address is 1166 Avenue of the Americas, New York, NY 10036.

IN WITNESS WHEREOF, Grantor has caused this Security Agreement to be duly executed by its officer thereunto duly authorized as of the 11th day of February, 2005.

R.A.B. FOOD GROUP, LLC

By: _____

Name: Richard A. Bernstein

Title: Managing Member

Trademarks And Trademark Applications

R.A.B. Food Group, LLC:

<u>Name of Mark</u>	<u>Jurisdiction</u>	<u>Filing or Registration Number</u>	<u>Issue or Filing Date</u>
Miscellaneous Design	US	76/570772*	01/20/2004
CARB STYLE	US	78/359985*	01/30/2004
CARB LIVING	US	78/359973*	01/30/2004
Miscellaneous Design (Star of David)	US	76/575368*	02/13/2004
MANISCHEWITZ	US	78/381019*	03/09/2004
TINY TAMS	US	78/381036*	03/09/2004
GUILTLESS CARBS	US	78/391351*	03/26/2004
GARDEN OF ASIA	US	78/442392*	06/28/2004
ASIAN HARVEST	US	78/480883*	09/09/2004
Miscellaneous Design (Mermaid & Wave)	US	2918514	01/18/2005
Miscellaneous Design (Mermaid)	US	2916957	01/11/2005
MANISCHEWITZ	US	78/359285*	01/29/2004
TAM TAM	US	78/363878*	02/06/2004
MARGARETEN Design	US	131941	06/01/1920
FISHLETS	US	690635	12/29/1959
GUILTLESS GOURMET	US	2019700	11/26/1996
GUILTLESS GOURMET (Stylized)	US	1939663	12/05/1995
GUILTLESS GOURMET	US	1937014	11/21/1995
GUILTLESS GOURMET (Stylized)	US	1939643	12/05/1995
GUILTLESS GOURMET	US	1816047	01/11/1994
GOURMET WITHOUT GUILT	US	2043300	03/11/1997
TAM TAM	US	394250	03/31/1942
Miscellaneous Design (Star of David)	US	181334	03/18/1924
GARLIC TAMS	US	1167516	09/01/1981
ATLANTIC GOURMET	US	2430823	02/27/2001
SEASON (and Design)	US	282739	04/28/1931
GOLD BOAT	US	2491791	09/25/2001
GOLD BOAT (and Design)	US	191473	11/11/1924
NOSHABLES	US	2840131	05/11/2004
SEASON	US	2575374	06/04/2002

* Trademark registration has been applied for and is pending.