

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bel Canto Foods, LLC		07/01/2005	Limited Liability Company: NEW YORK

RECEIVING PARTY DATA

Name:	Fortress Credit Corp.
Street Address:	1251 Avenue of the Americas
City:	New York
State/Country:	NEW YORK
Postal Code:	10020
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2016132	PIER FRANCO
Registration Number:	1508403	BELARIA
Registration Number:	2438333	ST. LUC
Serial Number:	78383501	ZOCOCAO
Serial Number:	78383358	PATISSE FINE PASTRY INGREDIENTS
Serial Number:	78364048	PATISSE
Serial Number:	78364036	ZOCOCAO

CORRESPONDENCE DATA

Fax Number: (212)593-5955
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2127562388
 Email: daniel.angel@srz.com
 Correspondent Name: Daniel Angel, Esq.
 Address Line 1: 919 Third Avenue

CH \$190.00 2016132

Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER: Daniel Angel, Esq. (026033/0104)

Signature: /sas for da/

Date: 07/06/2005

Total Attachments: 3
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ASSIGNMENT FOR SECURITY
BEL CANTO FOODS, LLC
(TRADEMARKS)

WHEREAS, Bel Canto Foods, LLC (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security Agreement, dated as of July 1, 2005 (the "Security Agreement"), in favor of Fortress Credit Corp., as agent for itself and certain lenders (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of itself and the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will 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 and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge to the Assignee and grants to the Assignee for the benefit of itself and the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and for the benefit of itself and the lenders observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral 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.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of July 1, 2005.

BEL CANTO FOODS, LLC

By: Dairyland USA Corporation, its sole manager

By: 

Name: Dean Facatselis

Title: Vice President

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

Trademarks:

<u>Trademark</u>	<u>Reg No.</u>	<u>Reg. Date</u>	<u>Renewal</u>
1. Pier Franco	2,016,132	12-11-1996	On or before 12-12-2006
2. Belaria	1,508,403	11-10-1998	On or before 11-11-2008
3. St. Luc	2,438,333	27-03-2001	On or before 28-03-2011

Trademark Applications:

1. Zococao & Design	U.S. Serial No.: 78/383,501	Filed on March 12, 2004
2. Zococao	U.S. Serial No.: 78/364,036	Filed on February 6, 2004
3. Patisse & Design	U.S. Serial No.: 78/383,358	Filed on March 12, 2004
4. Patisse	U.S. Serial No.: 78/364,048	Filed on March 7, 2005