

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		05/22/2006	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	JPMorgan 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:	national banking association:

PROPERTY NUMBERS Total: 48

Property Type	Number	Word Mark
Registration Number:	1755628	ACTION
Registration Number:	959016	CARMEL
Registration Number:	1856857	CARMEL
Registration Number:	662323	CARMEL KOSHER
Registration Number:	2971463	CHILLERS
Registration Number:	3074185	CHILLERS CAFE
Registration Number:	2584867	CROYDEN HOUSE
Registration Number:	758940	FLAVOR GEM
Registration Number:	1037589	HAV-A-CUP
Registration Number:	2533082	JASON
Registration Number:	988541	PATRIARCHE PERE ET FILS
Registration Number:	1488693	GRANDMA'S
Registration Number:	696499	

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Registration Number:	1646163	HEALTH TIME
Registration Number:	1468689	MILK 'N' HONEY
Registration Number:	2832780	MISHPACHA
Registration Number:	867634	MOTHER'S
Registration Number:	552693	MOTHER'S
Registration Number:	560717	MOTHER'S
Registration Number:	581646	MOTHER'S
Registration Number:	589652	MOTHER'S
Registration Number:	607109	MOTHER'S
Registration Number:	617961	MOTHER'S
Registration Number:	641494	MOTHER'S
Registration Number:	739469	MOTHER'S
Registration Number:	1422150	MOTHER'S
Registration Number:	1190141	MOTHER'S OWN
Registration Number:	1466463	MOTHER'S OWN
Registration Number:	931878	MRS. ADLER'S
Registration Number:	203870	NYAFAT
Registration Number:	1353088	OLD WORLD
Registration Number:	2730734	PRI-HAKEREM
Registration Number:	713692	REDI-JELLED
Registration Number:	250918	ROKEACH
Registration Number:	380071	ROKEACH
Registration Number:	775476	ROKEACH
Registration Number:	1016234	ROKEACH
Registration Number:	250800	ROKEACH
Registration Number:	640454	ROKEACH
Registration Number:	1068839	ROKEACH
Registration Number:	796486	SLIMIT
Registration Number:	796485	SO COOL
Registration Number:	2521433	SOUR STRING
Registration Number:	2131568	SPICE HOUSE FROM OUR HOUSE TO YOURS WITH ALL NATURAL PACKED IN GLASS FOR FRESHNESS
Registration Number:	2296168	TATOMIX
Registration Number:	3069117	THE MISHPACHA THE FAMILY VALUE BRAND!
Registration Number:	2590749	VICTOR'S

Registration Number:

1684552

WEIGHT WISE

CORRESPONDENCE DATA

Fax Number: (212)836-6778

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212-836-7430

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:

Johanne Remy

Signature:

/s/ Johanne Remy

Date:

05/26/2006

Total Attachments: 6

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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.

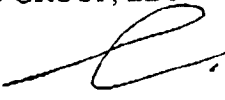
Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by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

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

[Signature Page Follows]

IN WITNESS WHEREOF, Grantor has caused this Security Agreement
(Trademarks) to be duly executed by its officer thereunto duly authorized as of the 22nd day of
May, 2006.

R.A.B. FOOD GROUP, LLC

By: 
Name: _____
Title:

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>
ACTION	United States	U.S. Trademark Reg. No. 1,755,628	March 2, 1993
CARMEL	United States	U.S. Trademark Reg. No. 959,016	May 15, 1973
CARMEL	United States	U.S. Trademark Reg. No. 1,856,857	October 4, 1994
CARMEL KOSHER	United States	U.S. Trademark Reg. No. 662,323	May 27, 1958
CHILLERS, and design	United States	U.S. Trademark Reg. No. 2,971,463	July 19, 2005
CHILLERS CAFE	United States	U.S. Trademark Reg. No. 3,074,185	March 28, 2006
CROYDEN HOUSE	United States	U.S. Trademark Reg. No. 2,584,867	June 25, 2002
FLAVOR GEM	United States	U.S. Trademark Reg. No. 758,940	October 22, 1963
HAV-A-CUP	United States	U.S. Trademark Reg. No. 1,037,589	April 6, 1976
JASON	United States	U.S. Trademark Reg. No. 2,533,082	January 22, 2002
GRANDMA'S	United States	U.S. Trademark Reg. No. 988,541	November 19, 1974
GRANDMA'S	United States	U.S. Trademark Reg. No. 1,488,693	May 17, 1988
GREEN AND YELLOW MOTHER'S LABEL DESIGN	United States	U.S. Trademark Reg. No. 696,499	April 19, 1960

<u>Name of Mark</u>	<u>Jurisdiction</u>	<u>Filing or Registration Number</u>	<u>Issue or Filing Date</u>
HEALTH TIME, and design	United States	U.S. Trademark Reg. No. 1,646,163	April 19, 1961
MILK 'N' HONEY	United States	U.S. Trademark Reg. No. 1,468,689	December 8, 1987
MISHPACHA, and design	United States	U.S. Trademark Reg. No. 2,832,780	April 13, 2004
MOTHER'S	United States	U.S. Trademark Reg. No. 867,634	April 1, 1969
MOTHER'S, and design	United States	U.S. Trademark Reg. No. 552,693	January 1, 1952
MOTHER'S, and design	United States	U.S. Trademark Reg. No. 560,717	July 1, 1952
MOTHER'S, and design	United States	U.S. Trademark Reg. No. 581,646	October 27, 1953
MOTHER'S, and design	United States	U.S. Trademark Reg. No. 589,652	May 11, 1954
MOTHER'S, and design	United States	U.S. Trademark Reg. No. 607,109	June 7, 1955
MOTHER'S, and design	United States	U.S. Trademark Reg. No. 617,961	December 20, 1955
MOTHER'S, and design	United States	U.S. Trademark Reg. No. 641,494	February 12, 1957
MOTHER'S, and design	United States	U.S. Trademark Reg. No. 739,469	October 16, 1962
MOTHER'S, and design	United States	U.S. Trademark Reg. No. 1,422,150	December 23, 1986
MOTHER'S OWN	United States	U.S. Trademark Reg. No. 1,190,141	February 16, 1982

<u>Name of Mark</u>	<u>Jurisdiction</u>	<u>Filing or Registration Number</u>	<u>Issue or Filing Date</u>
MOTHER'S OWN	United States	U.S. Trademark Reg. No. 1,466,463	November 24, 1987
MRS. ADLER'S	United States	U.S. Trademark Reg. No. 931,878	April 4, 1972
NYAFAT	United States	U.S. Trademark Reg. No. 203,870	September 29, 1925
OLD WORLD	United States	U.S. Trademark Reg. No. 1,353,088	August 6, 1985
PRI-HAKEREM	United States	U.S. Trademark Reg. No. 2,730,734	June 24, 2003
REDI-JELLED	United States	U.S. Trademark Reg. No. 713,692	April 4, 1961
ROKEACH	United States	U.S. Trademark Reg. No. 250,918	December 18, 1928
ROKEACH	United States	U.S. Trademark Reg. No. 380,071	August 6, 1940
ROKEACH, and design	United States	U.S. Trademark Reg. No. 775,476	August 18, 1964
ROKEACH	United States	U.S. Trademark Reg. No. 1,016,234	July 22, 1975
ROKEACH	Canada	Canadian Reg. No. 126,615	May 25, 1992
ROKEACH, and design	United States	U.S. Trademark Reg. No. 250,800	December 18, 1928
ROKEACH, and design	United States	U.S. Trademark Reg. No. 640,454	January 22, 1957
ROKEACH, and design	United States	U.S. Trademark Reg. No. 775,476	August 18, 1964

<u>Name of Mark</u>	<u>Jurisdiction</u>	<u>Filing or Registration Number</u>	<u>Issue or Filing Date</u>
ROKEACH, and design	United States	U.S. Trademark Reg. No. 1,068,839	July 5, 1977
ROKEACH OLD VIENNA	Canada	Canadian Reg No. 207,421	May 30, 1975
SLIMIT	United States	U.S. Trademark Reg. No. 796,486	September 21, 1965
SO COOL	United States	U.S. Trademark Reg. No. 796,485	September 21, 1965
SOUR STRING	United States	U.S. Trademark Reg. No. 2,521,433	December 18, 2001
SPICE HOUSE FROM OUR HOUSE TO YOUR HOUSE WITH ALL NATURAL PACKED IN GLASS FOR FRESHNESS, and design	United States	U.S. Trademark Reg. No. 2,131,568	January 27, 1998
TATOMIX	United States	U.S. Trademark Reg. No. 2,296,168	November 30, 1999
THE MISHPACHA THE FAMILY VALUE BRAND!, and design	United States	U.S. Trademark Reg. No. 3,069,117	March 14, 2006
VICTOR'S	United States	U.S. Trademark Reg. No. 2,590,749	July 9, 2002
WEIGHT WISE	United States	U.S. Trademark Reg. No. 1,684,552	April 28, 1992