

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Trademark Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
R.A.B. Food Group, LLC		02/22/2007	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A.
Street Address:	530 Fifth Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	Banking Institution:

PROPERTY NUMBERS Total: 75

Property Type	Number	Word Mark
Registration Number:	3137523	THE B M C
Registration Number:	3115177	ASIAN HARVEST
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

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Registration Number:	181334	
Registration Number:	1167516	GARLIC TAMS
Registration Number:	282739	SEASON
Registration Number:	2491791	GOLD BOAT
Registration Number:	191473	GOLD BOAT
Registration Number:	2840131	NOSHABLES
Registration Number:	2575374	SEASON
Registration Number:	1755628	ACTION
Registration Number:	662323	CARMEL KOSHER
Registration Number:	2971463	CHILLERS
Registration Number:	3074185	CHILLERS CAFE
Registration Number:	758940	FLAVOR GEM
Registration Number:	1037589	HAV-A-CUP
Registration Number:	998541	GRANDMA'S
Registration Number:	1488693	GRANDMA'S
Registration Number:	2832780	MISHPACHA
Registration Number:	1190141	MOTHER'S OWN
Registration Number:	931878	MRS. ADLER'S
Registration Number:	203870	NYAFAT
Registration Number:	2730734	PRI-HAKEREM
Registration Number:	1016234	ROKEACH
Registration Number:	2521433	SOUR STRING
Registration Number:	2296168	TATOMIX
Registration Number:	3069117	THE MISHPACHA THE FAMILY VALUE BRAND!
Registration Number:	1684552	WEIGHT WISE
Registration Number:	2131568	SPICE HOUSE FROM OUR HOUSE TO YOURS WITH ALL NATURAL PACKED IN GLASS FOR FRESHNESS
Registration Number:	959016	CARMEL
Registration Number:	1856857	CARMEL
Registration Number:	2584867	CROYDEN HOUSE
Registration Number:	2533082	JASON
Registration Number:	2590749	VICTOR'S
Registration Number:	552693	MOTHER'S
Registration Number:	560717	MOTHER'S
Registration Number:	581646	MOTHER'S

Registration Number:	589652	MOTHER'S
Registration Number:	617961	MOTHER'S
Registration Number:	641494	MOTHER'S
Registration Number:	739469	MOTHER'S
Registration Number:	1422150	MOTHER'S
Registration Number:	1353088	OLD WORLD
Registration Number:	696499	
Registration Number:	1646163	HEALTH TIME
Registration Number:	1468689	MILK 'N' HONEY
Registration Number:	1466463	MOTHER'S OWN
Registration Number:	713692	REDI-JELLED
Registration Number:	250918	ROKEACH
Registration Number:	380071	ROKEACH
Registration Number:	775476	ROKEACH
Registration Number:	250800	ROKEACH
Registration Number:	640454	ROKEACH
Registration Number:	1068839	ROKEACH
Registration Number:	1562380	HOROWITZ MARGARETEN
Registration Number:	1547570	HOROWITZ MARGARETEN
Serial Number:	76575368	
Serial Number:	78381019	MANISCHEWITZ
Serial Number:	78381036	TINY TAMS
Serial Number:	78359285	MANISCHEWITZ
Serial Number:	78363878	TAM TAM
Serial Number:	78957319	GOURMET WITHOUT GUILT
Serial Number:	78837518	GOURMET WITHOUT GUILT
Serial Number:	78957301	GUILTLESS GOURMET
Serial Number:	78837513	GUILTLESS GOURMET

CORRESPONDENCE DATA

Fax Number: (212)836-7152
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2128367319
Email: psomelofske@kayescholer.com
Correspondent Name: Paul J. Somelofske c/o Kaye Scholer LLP
Address Line 1: 425 Park Avenue

Address Line 2: 16-06
Address Line 4: New York, NEW YORK 10022-3598

NAME OF SUBMITTER:	Paul J. Somelofske
Signature:	/Paul J. Somelofske/
Date:	02/23/2007

Total Attachments: 5
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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 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 22, 2007 (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 Credit Agreement (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.

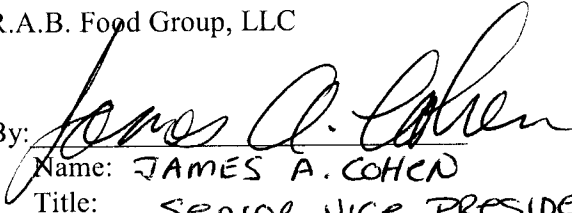
Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by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

Grantee's address is 530 Fifth Avenue, New York, New York 10036.

IN WITNESS WHEREOF, Grantor has caused this Security Agreement to be duly executed by its officer thereunto duly authorized as of the 22 day of February, 2007.

R.A.B. Food Group, LLC

By:


Name: JAMES A. COHEN
Title: SENIOR VICE PRESIDENT

SCHEDULE I TO SECURITY AGREEMENT

TRADEMARKS AND TRADEMARK APPLICATIONS

Name of Mark	Jurisdiction	Filing or Registration Number
STAR OF DAVID & LION Design	US	3137523
MISCELLANEOUS DESIGN (STAR OF DAVID DESIGN)	US	76/575368
MANISCHEWITZ	US	78/381019
TINY TAMS	US	78/381036
ASIAN HARVEST	US	3115177
MISCELLANEOUS DESIGN (MERMAID & WAVE DESIGN)	US	2918514
MANISCHEWITZ	PA	029229
TAM TAM	PA	10882901
MANISCHEWITZ	PA	10883001
MERMAID DESIGN	US	2916957
MANISCHEWITZ	US	78/359285
TAM TAM	US	78/363878
HOROWITZ MARGARETEN Design	US	131941
FISHLETS	US	690635
GUILTLESS GOURMET	US	2019700
GUILTLESS GOURMET (STYLIZED)	US	1939663
GUILTLESS GOURMET	US	1937014
GUILTLESS GOURMET (STYLIZED)	US	1939643
GUILTLESS GOURMET	US	1816047
GOURMET WITHOUT GUILT	US	2043300
TAM TAM	US	394250
MISCELLANEOUS DESIGN (STAR OF DAVID)	US	181334
GARLIC TAMS	US	1167516
SEASON (AND DESIGN)	US	282739
GOLD BOAT	US	2491791
GOLD BOAT (AND DESIGN)	US	191473
NOSHABLES	US	2840131
SEASON	US	2575374
MANISCHEWITZ	VZ	F-168251
MANISCHEWITZ	ARG	1735006
MANISCHEWITZ	ARG	1734967
GUILTLESS GOURMET	TEXAS	50341
MANISCHEWITZ	MX	496562
MATZO	CA	208/45499
HOROWITZ MARGARETEN	CA	UCA033644
HOROWITZ MARGARETEN	CA	TMA368143
TAM TAM	AU	1003068
MANISCHEWITZ	CA	1205832
MANISCHEWITZ	CA	1212120

TINY TAMS	CA	1210820
GUILTLESS GOURMET	CA	TMA 399459
SEASON	CA	TMA626927
TAM TAM	HK	07740/2001
SEASON and DESIGN	IL	172352
SEASON	IL	172353
ACTION	US	1755628
CARMEL KOSHER	US	662323
CHILLERS, and Design	US	2971463
CHILLERS CAFE	US	3074185
FLAVOR GEM	US	758940
HAV-A-CUP	US	1037589
GRANDMA'S	US	998541
GRANDMA'S	US	1488693
MISHPACHA, and Design	US	2832780
MOTHER'S OWN	US	1190141
MRS. ADLER'S	US	931878
NYAFAT	US	203870
PRI-HAKEREM	US	2730734
ROKEACH	US	1016234
SOUR STRING	US	2521433
TATOMIX	US	2296168
THE MISHPACHA THE FAMILY VALUE BRAND!, and Design	US	3069117
WEIGHT WISE	US	1684552
SPICE HOUSE FROM OUR HOUSE TO YOUR HOUSE WITH ALL NATURAL PACKED IN GLASS FOR FRESHNESS, and Design	US	2131568
CARMEL	US	959016
CARMEL	US	1856857
CROYDEN HOUSE	US	2584867
JASON	US	2533082
VICTOR'S	US	2590749
MOTHER'S, and Design	US	552693
MOTHER'S, and Design	US	560717
MOTHER'S, and Design	US	581646
MOTHER'S, and Design	US	589652
MOTHER'S, and Design	US	617961
MOTHER'S, and Design	US	641494
MOTHER'S, and Design	US	739469
MOTHER'S, and Design	US	1422150
OLD WORLD	US	1353088
GREEN AND YELLOW MOTHER'S LABEL DESIGN	US	696499
HEALTH TIME, and Design	US	1646163
MILK 'N' HONEY	US	1468689
MOTHER'S OWN	US	1466463
REDI-JELLED	US	713692

ROKEACH	US	250918
ROKEACH	US	380071
ROKEACH, and Design	US	775476
ROKEACH, and Design	US	250800
ROKEACH, and Design	US	640454
ROKEACH, and Design	US	1068839
ROKEACH	CA	TMA 126615
ROKEACH OLD VIENNA	CA	TMA 207421
BMCO	CA	UCA32542
BMCO & Design	CA	UCA32541
GARLIC TAMS	CA	243486
GOURMET WITHOUT GUILT	CA	Application No. 1298953 (pending)
GOURMET WITHOUT GUILT	CA	Application No. 1316208 (pending)
GOURMET WITHOUT GUILT	US	Application No. 78/957319 (pending)
GOURMET WITHOUT GUILT	US	Application No. 78/837518 (pending)
GUILTLESS GOURMET	MX	909971
GUILTLESS GOURMET	MX	910473
GUILTLESS GOURMET	US	78/957301
GUILTLESS GOURMET	US	78/837513
GUILTLESS GOURMET	CA	1316207
HOROWITZ MARGARETEN	CA	UCA33644
HOROWITZ MARGARETEN	US	1562380
HOROWITZ MARGARETEN & Design	CA	366921
HOROWITZ MARGARETEN & Design	US	1547570