

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																																	
NATURE OF CONVEYANCE:	SECURITY INTEREST																																	
CONVEYING PARTY DATA																																		
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 25%;">Name</th> <th style="width: 30%;">Formerly</th> <th style="width: 20%;">Execution Date</th> <th style="width: 25%;">Entity Type</th> </tr> <tr> <td>SPECIALTY FOODS GROUP, INC.</td> <td>FORMERLY KNOWN AS SMG HOLDINGS, INC.</td> <td>02/21/2007</td> <td>CORPORATION: DELAWARE</td> </tr> </table>	Name	Formerly	Execution Date	Entity Type	SPECIALTY FOODS GROUP, INC.	FORMERLY KNOWN AS SMG HOLDINGS, INC.	02/21/2007	CORPORATION: DELAWARE																										
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RECEIVING PARTY DATA																																		
Name:	The CIT Group/Business Credit, Inc.																																	
Street Address:	900 Ashwood Parkway, Suite 610																																	
Internal Address:	Attention: Region Credit Manager																																	
City:	Atlanta																																	
State/Country:	GEORGIA																																	
Postal Code:	30338																																	
Entity Type:	CORPORATION: NEW YORK																																	
PROPERTY NUMBERS Total: 10																																		
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CORRESPONDENCE DATA																																		

CH \$265.00 73697459

Fax Number: (404)888-4190

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

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Address Line 4: Atlanta, GEORGIA 30308-2216

ATTORNEY DOCKET NUMBER:

64534.029

NAME OF SUBMITTER:

Timothy V. Johnson, Esq.

Signature:

/Timothy V. Johnson, Esq./

Date:

03/12/2007

Total Attachments: 4

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ASSIGNMENT OF SECURITY INTEREST IN CERTAIN TRADEMARKS

This ASSIGNMENT OF SECURITY INTEREST IN CERTAIN TRADEMARKS (this "Assignment") is made as of February 21, 2007, by and between SUNTRUST BANK, a Georgia banking corporation (the "Existing Administrative Agent"), and THE CIT GROUP/BUSINESS CREDIT, INC. (the "Successor Administrative Agent").

PRELIMINARY STATEMENT

A. SPECIALTY FOODS GROUP, INC., a Delaware corporation ("Grantor"), granted to the Existing Administrative Agent, as administrative agent for certain lenders under the Financing Arrangement described below (the "Lenders"), a security interest in, among other assets, all of its "Property" described in that certain Trademark Security Agreement, dated as of June 14, 2006, by and between Grantor and the Existing Administrative Agent (such Property, the "Trademark Collateral", and such security agreement, the "Trademark Security Agreement").

B. Such security interest was granted to secure certain financing arrangements provided to Grantor and certain other "Borrowers" under a revolving credit and term loan agreement extended by the Lenders (the "Financing Arrangement").

C. The Trademark Security Agreement and such security interest in the Trademark Collateral was recorded on June 14, 2006, with the United States Patent and Trademark Office, at the Reel/Frame Numbers 003327/0618.

D. The Existing Administrative Agent has resigned as "Administrative Agent" with respect to the Financing Arrangement, and the Successor Administrative Agent has been appointed as the successor "Administrative Agent" with respect thereto. The parties hereto desire to assign the Trademark Security Agreement and the security interest granted to the Existing Administrative Agent to Successor Administrative Agent thereunder and to provide evidence of such assignment in a form capable of recordation with the United States Patent and Trademark Office.

In consideration of the premises set forth herein and for other good and valuable consideration, the receipt, sufficiency and adequacy of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. The Existing Administrative Agent, in its capacity as Administrative Agent for the Lenders, hereby assigns and conveys, without representation, warranty or recourse, the Trademark Security Agreement and all of its security interest in, to and under the Trademark Collateral to Successor Administrative Agent, in its capacity as Administrative Agent for the Lenders.

2. This Assignment of Security Interests in Certain Trademarks shall be governed by and construed and enforced in accordance with the laws of the State of New York.

[Signature Page Follows]

IN WITNESS WHEREOF, this Assignment of Security Interests in Certain Trademarks
has been executed and delivered as of the date first written above.

EXISTING ADMINISTRATIVE AGENT:

SUNTRUST BANK

By: J. Haynes Gentry III
Name: J. HAYNES GENTRY III
Title: VICE PRESIDENT

SUCCESSOR ADMINISTRATIVE
AGENT:

THE CIT GROUP/BUSINESS CREDIT,
INC.

By: _____
Name: _____
Title: _____

CONSENTED AND AGREED TO:

SPECIALTY FOODS GROUP, INC., as
Grantor

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, this Assignment of Security Interests in Certain Trademarks has been executed and delivered as of the date first written above.

EXISTING ADMINISTRATIVE AGENT:

SUNTRUST BANK

By: _____
Name: _____
Title: _____

SUCCESSOR ADMINISTRATIVE AGENT:

THE CIT GROUP/BUSINESS CREDIT, INC.

By: Robert F. Hunter
Name: ROBERT F. HUNTER
Title: VICE PRESIDENT

CONSENTED AND AGREED TO:

SPECIALTY FOODS GROUP, INC., as Grantor

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, this Assignment of Security Interests in Certain Trademarks
has been executed and delivered as of the date first written above.

EXISTING ADMINISTRATIVE AGENT:

SUNTRUST BANK

By: _____
Name: _____
Title: _____


SUCCESSOR ADMINISTRATIVE
AGENT:

THE CIT GROUP/BUSINESS CREDIT,
INC.

By: _____
Name: _____
Title: _____

CONSENTED AND AGREED TO:

SPECIALTY FOODS GROUP, INC., as
Grantor

By: 
Name: DAVID S. SHAPIRO
Title: Chief Financial Officer - Executive Vice President