

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
Carlton Food Products, LP		08/01/2007	LIMITED PARTNERSHIP: TEXAS
Carlton Foods Corp.		08/01/2007	CORPORATION: DELAWARE
Blue Ribbon, LP		08/01/2007	LIMITED PARTNERSHIP: TEXAS
Richards Cajun Foods Corp.		08/01/2007	CORPORATION: DELAWARE
Potter Sausage Co.		08/01/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	MB Financial N.A.
Street Address:	6111 Noth River Road
City:	Rosemont
State/Country:	ILLINOIS
Postal Code:	60018
Entity Type:	National Association:

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Serial Number:	78695858	GRANDPA'S
Registration Number:	2349075	RICHARD'S CAJUN FAVORITES
Registration Number:	2500652	RICHARD'S CAJUN STYLE
Registration Number:	2459977	BLUE RIBBON BRAND TEXAS TRADITIONS CO.
Registration Number:	2145625	BUM'S FAVORITE! BUM PHILLIPS
Registration Number:	2086928	BUM'S FINEST
Registration Number:	2064470	BLUE RIBBON BRAND
Serial Number:	76669176	
Serial Number:	76699175	

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Registration Number:	1023856	WURST NEW BRAUNFELS
Registration Number:	2007809	SNACKWURST
Registration Number:	1716140	
Registration Number:	1738507	J.C. POTTER
Registration Number:	1720506	POTTER PACKS THE FLAVOR
Registration Number:	1716139	J.C. POTTER
Registration Number:	1736829	J.C. POTTER

CORRESPONDENCE DATA

Fax Number: (312)993-9767
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-993-2698
Email: magdalini.rizakos@lw.com
Correspondent Name: Magdalini Rizakos c/o Latham & Watkins
Address Line 1: 233 S. Wacker Drive, Suite 5800
Address Line 4: Chicago, ILLINOIS 60606-6401

NAME OF SUBMITTER:	Magdalini Rizakos
Signature:	/mr/
Date:	08/03/2007

Total Attachments: 7
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TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (the "Agreement") made as of this 1st day of August, 2007, by CARLTON FOOD PRODUCTS, LP, a Texas limited partnership ("Carlton"), CARLTON FOODS CORP., a Delaware corporation ("Carlton Corp."), BLUE RIBBON, LP, a Texas limited partnership ("Blue Ribbon"), RICHARDS CAJUN FOODS CORP., a Delaware corporation ("Richards"), and POTTER SAUSAGE CO., a Delaware corporation ("Potter" and, together with Carlton, Carlton Corp., Blue Ribbon, and Richards, the "Grantors"), in favor of MB FINANCIAL BANK N.A. ("Grantee"):

WITNESSETH

WHEREAS, Grantors and Grantee are parties to a certain Credit Agreement of even date herewith (as the same may be amended or otherwise modified from time to time, the "Credit Agreement") providing for the extensions of credit to be made to Grantors by Grantee;

WHEREAS, pursuant to the terms of a certain Security Agreement of even date herewith between Grantors and Grantee (as the same may be amended or otherwise modified from time to time, the "Security Agreement"), Grantors have granted to Grantee a security interest in substantially all of the assets of Grantors, including all right, title, and interest of Grantors in, to, and under all now owned and hereafter acquired Trademarks (as defined in the Security Agreement) together with the goodwill of the business symbolized by Grantors' Trademarks and all products and proceeds thereof, to secure the payment of all amounts owing by Grantors under the Credit Agreement;

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Grantors agree as follows:

1. Incorporation of Credit Agreement and Security Agreement. The Credit Agreement and Security Agreement and the terms and provisions thereof are hereby incorporated herein in their entirety by this reference thereto. All terms capitalized but not otherwise defined herein shall have the same meanings herein as in the Security Agreement.

2. Grant and Reaffirmation of Grant of Security Interests. To secure the payment and performance of the Obligations, Grantors hereby grant to Grantee and hereby reaffirm their prior grant pursuant to the Security Agreement of a continuing security interest in Grantors' entire right, title, and interest in and to the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), whether now owned or existing or hereafter created, acquired or arising:

(i) each Trademark listed on Schedule 1 annexed hereto together with any reissues, continuations, or extensions thereof and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark; and

(ii) all products and proceeds of the forgoing, including without limitation, any claim by Grantors against third parties for past, present, or future

(a) infringement or dilution of any Trademark, or (b) injury to the goodwill associated with any Trademark.

IN WITNESS WHEREOF, Grantors have duly executed this Agreement as of the date first written above.


CARLTON FOOD PRODUCTS, LP

By: 
Its: Chief Executive Officer


BLUE RIBBON, LP

By: 
Its: Chief Executive Officer


RICHARDS CAJUN FOODS CORP.

By: 
Its: Chief Executive Officer

POTTER SAUSAGE CO.

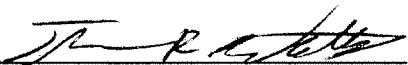
By: 
Its: Chief Executive Officer

CARLTON FOODS CORP.

By: 
Its: Chief Executive Officer


Agreed and Accepted
As of the Date First Written Above:

MB FINANCIAL BANK N.A.




By: 
Its: Senior Vice President

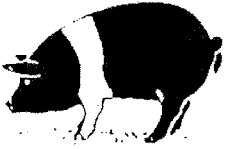


SCHEDULE A

[GRANTORS TO UPDATE AS NECESSARY]

Mark	Serial/Reg. No.	Filing Date/Reg. Date	Goods	Owner	Status
GRANDPA'S	78/695,858	18-Aug-2005	Smoked Sausage	Richard Cajun Foods Corp.	Final Refusal-Mailed; Response to Office Action due by December 6, 2007.
RICHARD'S CAJUN FAVORITES	2,349,075	09-May-2000	Packaged entrees and side dishes consisting primarily of meat, poultry, seafood and/or vegetables	Richards Cajun Foods Corp.	Renewal Due by May 9, 2010.
RICHARD'S CAJUN STYLE	2,500,652	23-Oct-2001	Packaged entrees and side dishes consisting primarily of meat, poultry, seafood and/or vegetables	Richards Cajun Food Corp.	Section 8 & 15 affidavits due by October 23, 2007
BLUE RIBBON BRAND TEXAS TRADITIONS CO.	2,459,977	12-June-2001	Smoked and/or cooked meats	Blue Ribbon, LP	Section 8 & 15 affidavit due by December 12, 2007
 Blue Ribbon Brand	2,145,625	24-Mar-1998	Sausage, bacon, and smoked and/or cooked meats	Blue Ribbon, LP	Renewal due March 24, 2008

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 BUM'S FINEST	2,086,928	12-Aug-1997	Sausage, bacon, and smoked and/or cooked meats	Blue Ribbon, LP	Renewal due August 12, 2007
 BLUE RIBBON	2,064,470	27-May-1997	Sausage, bacon, and other smoked and/or cooked meats	Blue Ribbon, LP	Renewal filed next renewal due by May 27, 2017
 Design Only	76/669,176	16-Nov-2006	Meats and processed foods; sausages	Carlton Food Products, LP	Response to office action due by September 23, 2007
 COUNTRY BOY BRAND	76/699,175	16-Nov-2006	Meats and processed foods; sausages	Carlton Food Products, LP	Response to office action due by September 23, 2007
 WURST NEW BRAUNFELS	1,023,856	28-Oct-1975	Smoked pork and beef sausage	Carlton Food Products, LP	Renewal due by October 28, 2015

SNACKWURST	2,007,809	15-Oct-1996	Summer sausage	Carlton Foods Corp.	Renewal due by October 15, 2016
 Design Only ²	1,716,140	15-Sep-1992	Ham, Bacon and Sausage	Potter Sausage Co.	Renewal due by September 15, 2012
J.C. POTTER  J.C. POTTER and Design	1,738,507	08-Dec-1992	Hams, Bacon and Sausage	Potter Sausage Co.	Renewal due by December 8, 2012
POTTER PACKS THE FLAVOR	1,720,506	29-Sep-1992	Hams, Bacon and Sausage	Potter Sausage Co.	Renewal due by September 29, 2012
 J.C. POTTER and Design	1,716,139	15-Sep-1992	Hams, Bacon and Sausage	Potter Sausage Co.	Renewal due by September 15, 2012
J. C. POTTER	1,736,829	01-Dec-1992	Hams, Bacon and Sausage	Potter Sausage Co.	Renewal due by December 1, 2012