TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assigment of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, N.A. as Administrative Agent		06/14/2007	Banking Institution:

RECEIVING PARTY DATA

Name:	Bank of America, N.A. as Administrative Agent
Street Address:	335 Madison Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	Banking Institution:

PROPERTY NUMBERS Total: 72

Property Type	Number	Word Mark
Registration Number:	3137523	THE B M C
Registration Number:	3209566	MANISCHEWITZ
Registration Number:	3115177	ASIAN HARVEST
Registration Number:	2918514	
Registration Number:	2916957	
Registration Number:	2979786	MANISCHEWITZ
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

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Registration Number:	2043300	GOURMET WITHOUT GUILT
Registration Number:	394250	TAM TAM
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:	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:	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:	78381036	TINY TAMS
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)836-6788

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

Phone: 212-836-8441

Email: MGimbel@kayescholer.com

Correspondent Name: Megan Gimbel

Address Line 1: 425 Park Avenue

Address Line 2: c/o Kaye Scholer LLP

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	03191/0091

NAME OF SUBMITTER:	Johanne Remy
Signature:	/s/ Johanne Remy
Date:	08/14/2007

Total Attachments: 6
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ASSIGNMENT OF GRANT OF SECURITY INTEREST (TRADEMARKS)

WHEREAS, R.A.B. Food Group, LLC, a Delaware limited liability company ("Grantor"), owns the trademarks and trademark applications listed on Schedule 1 annexed hereto (collectively, the "Trademarks");

WHEREAS, Grantor has entered into a certain Credit Agreement, dated as of February 22, 2007 (as amended, supplemented, modified or restated from time to time, the "Credit Agreement"), among Grantor, the lenders party thereto ("Original Lenders") and JPMorgan Chase Bank, N.A., as administrative agent (in such capacity, "Original Agent");

WHEREAS, in connection with the Credit Agreement, Grantor has entered into a certain Omnibus Pledge and Security Agreement, dated as of February 22, 2007 (as amended, supplemented, modified or restated from time to time, the "Omnibus Security Agreement"), by Grantor and the other pledgors party thereto in favor of Original Agent;

WHEREAS, pursuant to the Omnibus Security Agreement, Grantor has granted to Original Agent a security interest in, among other things, 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 (collectively, the "Trademark Collateral") to secure the payment and performance of the Secured Obligations (as defined in the Credit Agreement);

WHEREAS, in connection with the aforesaid grant of a security interest, Grantor executed a Security Agreement (Trademarks), dated as of February 22, 2007 (as amended, supplemented, modified or restated from time to time, the "Trademark Security Agreement"), in favor of Original Agent, which Trademark Security Agreement was recorded with the United States Patent and Trademark Office on February 23, 2007 on reel 003486 frame 0898;

WHEREAS, Bank of America, N.A. ("BofA") has purchased from the other Original Lenders all of such other Original Lenders' right, title and interest in and to the Credit Agreement and the documents and instruments executed and delivered in connection therewith (with certain exceptions), all pursuant to a certain Assignment and Assumption Agreement, dated as of the date hereof (the "Assignment Agreement"), among BofA, Original Lenders party thereto as assignors, Original Agent and Grantor;

WHEREAS, pursuant to the Assignment Agreement, Original Agent has resigned as administrative agent under, among other things, the Credit Agreement, the Omnibus Security Agreement and the Trademark Security Agreement and BofA, as administrative agent (BofA in such capacity as administrative agent, "Successor Agent"), has succeeded to the rights of Original Agent thereunder; and

WHEREAS, in connection with such resignation, Original Agent is assigning to Successor Agent all of its right, title and interest in, to and under the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Original Agent does hereby sell, assign and transfer, **WITHOUT RECOURSE, REPRESENTATION OR WARRANTY OF ANY KIND (EXCEPT AS EXPRESSLY PROVIDED IN SECTIONS 7 (b)(ii), (v) AND (vi) OF THE ASSIGNMENT AGREEMENT),** to Successor Agent all right, title and interest of Original Agent in, to and under the Trademark Security Agreement and the Trademark Collateral.

IN WITNESS WHEREOF, Original Agent has caused this Assignment of Grant of Security Interest (Trademarks) to be duly executed by its officer thereunto duly authorized as of the 14th day of August, 2007.

JPMORGAN CHASE BANK, N.A., as Administrative Agent

By: _____

Title: Vice President

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STATE OF NEW YORK)
)
COUNTY OF NEW YORK) ss.:

On the 13th day of August, 2007, before me personally came Scott Troy, to me personally known and known to me to be the person described in and who executed the foregoing instrument as Vice President of JPMorgan Chase Bank, N.A. who being by me duly sworn, did depose and say that (s)he is a Vice President of JPMorgan Chase Bank, N.A., the national banking association described in and which executed the foregoing instrument; that the said Instrument was signed on behalf of said national banking association by order of its Board of Directors; that (s)he acknowledged said instrument to be the free act and deed of said national banking association.

Sheila Simmons
Notary Public

[Seal]

My commission expires:
May 15, 2010

SHEILA SIMMONS
NOTARY PUBLIC, STATE OF NEW YORK
QUALIFIED IN BRONX COUNTY
NO. 01SI6146411
MY COMMISSION EXPIRES MAY 15, 2010

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SCHEDULE 1

TRADEMARKS AND TRADEMARK APPLICATIONS

Name of Mark	Filing or Registration Number
STAR OF DAVID & LION Design	3137523
MANISCHEWITZ	3209566
TINY TAMS	78/381036
ASIAN HARVEST	3115177
MISCELLANEOUS DESIGN (MERMAID & WAVE DESIGN)	2918514
MERMAID DESIGN	2916957
MANISCHEWITZ	2979786
TAM TAM	78/363878
HOROWITZ MARGARETEN Design	131941
FISHLETS	690635
GUILTLESS GOURMET	2019700
GUILTLESS GOURMET (STYLIZED)	1939663
GUILTLESS GOURMET	1937014
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PRI-HAKEREM	2730734
ROKEACH	1016234
SOUR STRING	2521433
TATOMIX	2296168
THE MISHPACHA THE FAMILY VALUE BRAND!, and Design	3069117
WEIGHT WISE	1684552
SPICE HOUSE FROM OUR HOUSE TO YOUR HOUSE WITH	2131568

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CARMEL	1856857
CROYDEN HOUSE	2584867
JASON	2533082
VICTOR'S	2590749
MOTHER'S, and Design	552693
MOTHER'S, and Design	560717
MOTHER'S, and Design	581646
MOTHER'S, and Design	589652
MOTHER'S, and Design	617961
MOTHER'S, and Design	739469
MOTHER'S, and Design	1422150
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HOROWITZ MARGARETEN & Design	1547570