

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
R.A.B. Food Group, LLC		08/14/2007	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Harbinger Capital Partners Master Fund I, Ltd.
Street Address:	555 Madison Avenue
Internal Address:	16th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	Limited Company: CAYMAN ISLANDS

PROPERTY NUMBERS Total: 87

Property Type	Number	Word Mark
Registration Number:	3137523	THE B M C
Registration Number:	3209566	MANISCHEWITZ
Serial Number:	78381036	TINY TAMS
Registration Number:	3115177	ASIAN HARVEST
Registration Number:	2918514	
Registration Number:	2916957	
Registration Number:	2979786	MANISCHEWITZ
Serial Number:	78363878	TAM TAM
Registration Number:	0131941	HOROWITZ THE BEST SINCE 1884 HOROWITZ BROS. & MARGARETEN KOSHER MATZOH PRODUCTS
Registration Number:	0690635	FISHLETS
Registration Number:	2019700	GUILTLESS GOURMET
Registration Number:	1939663	GUILTLESS GOURMET

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Registration Number:	1937014	GUILTLESS GOURMET
Registration Number:	1939643	GUILTLESS GOURMET
Registration Number:	1816047	GUILTLESS GOURMET
Registration Number:	2043300	GOURMET WITHOUT GUILT
Registration Number:	0394250	TAM TAM
Registration Number:	0181334	
Registration Number:	1167516	GARLIC TAMS
Registration Number:	0282739	SEASON
Registration Number:	2491791	GOLD BOAT
Registration Number:	0191473	GOLD BOAT
Registration Number:	2840131	NOSHABLES
Registration Number:	2575374	SEASON
Registration Number:	1755628	ACTION
Registration Number:	0662323	CARMEL KOSHER
Registration Number:	2971463	CHILLERS
Registration Number:	3074185	CHILLERS CAFE
Registration Number:	0758940	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:	0931878	MRS. ADLER'S
Registration Number:	0203870	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:	0959016	CARMEL
Registration Number:	1856857	CARMEL
Registration Number:	2584867	CROYDEN HOUSE
Registration Number:	2533082	JASON

Registration Number:	2590749	VICTOR'S
Registration Number:	0552693	MOTHER'S
Registration Number:	0560717	MOTHER'S
Registration Number:	0581646	MOTHER'S
Registration Number:	0589652	MOTHER'S
Registration Number:	0617961	MOTHER'S
Registration Number:	0739469	MOTHER'S
Registration Number:	1422150	MOTHER'S
Registration Number:	1353088	OLD WORLD
Registration Number:	0696499	
Registration Number:	1646163	HEALTH TIME
Registration Number:	1468689	MILK 'N' HONEY
Registration Number:	1466463	MOTHER'S OWN
Registration Number:	0713692	REDI-JELLED
Registration Number:	0250918	ROKEACH
Registration Number:	0380071	ROKEACH
Registration Number:	0775476	ROKEACH
Registration Number:	0250800	ROKEACH
Registration Number:	0640454	ROKEACH
Registration Number:	1068839	ROKEACH
Serial Number:	78957319	GOURMET WITHOUT GUILT
Serial Number:	78837518	GOURMET WITHOUT GUILT
Serial Number:	78957301	GUILTLESS GOURMET
Serial Number:	78837513	GUILTLESS GOURMET
Registration Number:	1562380	HOROWITZ MARGARETEN
Registration Number:	1547570	HOROWITZ MARGARETEN
Registration Number:	0503340	HOROWITZ MARGARETEN HOROWITZ BROS. & MARGARETEN KOSHER MATZOH PRODUCTS
Registration Number:	0630579	MANISCHEWITZ
Serial Number:	77018544	MANISCHEWITZ
Registration Number:	0802353	MANISCHEWITZ
Registration Number:	3219766	MANISCHEWITZ
Serial Number:	77003505	MANISCHEWITZ
Registration Number:	1414403	MANISCHEWITZ
Registration Number:	2342048	MANISCHEWITZ

Registration Number:	0113272	THE B M CO
Registration Number:	0867634	MOTHER'S
Registration Number:	3224844	ROKEACH OLD VIENNA
Serial Number:	77012604	SOUP TIME
Registration Number:	0181333	
Serial Number:	78608601	ZING ZANGS
Registration Number:	0998541	GRANDMA'S

CORRESPONDENCE DATA

Fax Number: (646)728-1634
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-841-8809
Email: ronald.duvernay@ropesgray.com
Correspondent Name: Arin J. Silber, Esq.
Address Line 1: 1211 Avenue of the Americas
Address Line 4: New York, NEW YORK 10036-8704

ATTORNEY DOCKET NUMBER:	103971-0001
NAME OF SUBMITTER:	Arin J. Silber, Esq.
Signature:	/a. silber/
Date:	08/16/2007

Total Attachments: 5
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SECURITY AGREEMENT¹

(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 Harbinger Capital Partners Master Fund I, Ltd., 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 August 14, 2007 (as further amended, restated, supplemented or otherwise modified, the "Omnibus Security Agreement"), by and among Grantor, the other Pledgors party thereto and the Grantee for the payment and performance of the Secured Obligations (as defined in the Second Lien Term Loan Agreement (as defined in the Omnibus Security Agreement)); and

WHEREAS, pursuant to the Omnibus 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 Omnibus Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Grantee's address is 555 Madison Avenue, 16th Floor, New York, NY, 10022.


Notwithstanding anything herein to the contrary, the liens and security interests granted to the Agent pursuant to this Agreement in any Collateral and the exercise of any right or remedy by the Agent with respect to any Collateral hereunder are subject to the provisions of the Intercreditor Agreement, dated as of August 14, 2007 (as amended, restated, supplemented and/or otherwise modified from time to time, the "Intercreditor Agreement"), among Borrower, the other Grantors from time to time party thereto, Bank of America, N.A., as First-Lien Agent, and Harbinger Capital Partners Master Fund I, Ltd., as Second-Lien Term Loan Agent, and certain other Persons party or that may become party thereto from time to time. In the event of

¹ Note that when this Security Agreement is sent to the Patent and Trademark Office for recordation, it must be accompanied by an official PTO cover Sheet; otherwise, it will be rejected by the PTO.

any conflict between the terms of the Intercreditor Agreement and this Agreement, the terms of the Intercreditor Agreement shall govern and control.

IN WITNESS WHEREOF, Grantor has caused this Security Agreement to be duly executed by its officer thereunto duly authorized as of the 14 day of August, 2007.

R.A.B. FOOD GROUP, LLC, the Grantor

By 

Name:
Title:

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 003603 FRAME: 0073

SCHEDULE I TO SECURITY AGREEMENT

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
GUILTLESS GOURMET (STYLIZED)	1939643
GUILTLESS GOURMET	1816047
GOURMET WITHOUT GUILT	2043300
TAM TAM	394250
MISCELLANEOUS DESIGN (STAR OF DAVID)	181334
GARLIC TAMS	1167516
SEASON (AND DESIGN)	282739
GOLD BOAT	2491791
GOLD BOAT (AND DESIGN)	191473
NOSHABLES	2840131
SEASON	2575374
ACTION	1755628
CARMEL KOSHER	662323
CHILLERS, and Design	2971463
CHILLERS CAFE	3074185
FLAVOR GEM	758940
HAV-A-CUP	1037589
GRANDMA'S	1488693
MISHPACHA, and Design	2832780
MOTHER'S OWN	1190141
MRS. ADLER'S	931878
NYAFAT	203870
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

Name of Mark	Filing or Registration Number
ALL NATURAL PACKED IN GLASS FOR FRESHNESS, and Design	
CARMEL	959016
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
OLD WORLD	1353088
GREEN AND YELLOW MOTHER'S LABEL DESIGN	696499
HEALTH TIME, and Design	1646163
MILK 'N' HONEY	1468689
MOTHER'S OWN	1466463
REDI-JELLED	713692
ROKEACH	250918
ROKEACH	380071
ROKEACH, and Design	775476
ROKEACH, and Design	250800
ROKEACH, and Design	640454
ROKEACH, and Design	1068839
GOURMET WITHOUT GUILT	78/957319
GOURMET WITHOUT GUILT	78/837518
GUILTLESS GOURMET	78/957301
GUILTLESS GOURMET	78/837513
HOROWITZ MARGARETEN	1562380
HOROWITZ MARGARETEN & Design	1547570

TRADEMARKS AND TRADEMARK APPLICATIONS

Trademark	Registration Date	Filing or Registration Number
Horowitz Margaretten and Star of David	October 26, 1948	503340
Manischewitz	July 10, 1956	630579
Manischewitz	October 11, 2006	77/018544
Manischewitz	January 18, 1966	802353
Manischewitz	March 20, 2007	3219766
Manischewitz	September 20, 2006	77/003505
Manischewitz	October 21, 1986	1414403

Manischewitz	April 18, 2000	2342048
Miscellaneous design	October 10, 1916	113272
Mother's	April 1, 1969	867643
Rokeach Old Vienna	April 3, 2007	3224844
Soup Time	October 3, 2006	77/012604
Star of David and Lion (design)	March 18, 1924	181333
Zing Zangs	April 14, 2005	78/608601
Grandma's	July 16, 1974	998541