

**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           |
|-------------------------------|----------|----------------|-----------------------|
| Capitol Wholesale Meats, Inc. |          | 07/10/2009     | CORPORATION: ILLINOIS |

**RECEIVING PARTY DATA**

|                 |   |
|-----------------|---|
| Name:           | Bank of America, N.A.                       |
| Street Address: | 231 S. LaSalle St.                          |
| City:           | Chicago                                     |
| State/Country:  | ILLINOIS                                    |
| Postal Code:    | 60697                                       |
| Entity Type:    | National banking association: UNITED STATES |

**PROPERTY NUMBERS Total: 26**

| Property Type  | Number   | Word Mark                                   |
|----------------|----------|---|
| Serial Number: | 77595900 | OLD ITALIAN NEIGHBORHOOD                    |
| Serial Number: | 77595886 | IT'S ALL ABOUT THE MEATBALLS                |
| Serial Number: | 77595877 | IT'S ALL ABOUT THE SAUSAGE                  |
| Serial Number: | 77595865 | IMITATION IS THE SINCEREST FORM OF FLATTERY |
| Serial Number: | 77595858 | DIAMANTI                                    |
| Serial Number: | 77595842 | CHICAGO 6-PACK                              |
| Serial Number: | 77415085 | MEATBALL-A-HOLIC                            |
| Serial Number: | 77116531 | MINA DE ORO                                 |
| Serial Number: | 77116500 | GENE'S CHOICE                               |
| Serial Number: | 76671903 | STEAK YOUR CLAIM                            |
| Serial Number: | 76671904 | PRODOTTO CINQUECENTO                        |
| Serial Number: | 76671902 | CASINA ROSSA                                |
| Serial Number: | 76665221 | LIKE A HOMA MADE                            |
| Serial Number: | 76665219 | DUNKANINI                                   |

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|                      |          |  |
|----------------------|----------|--|
| Serial Number:       | 76649622 | GARLUCKY                                 |
| Registration Number: | 1440340  | FONTANINI                                |
| Registration Number: | 3460572  | FONTANINI                                |
| Registration Number: | 3407727  | THE TASTE YOUR CUSTOMERS WILL REMEMBER   |
| Registration Number: | 3296202  | MAMMA-RANNE'S                            |
| Registration Number: | 3361211  | WITH FONTANINI, EVERYBODY LOVES ITALIAN! |
| Registration Number: | 3259807  | UNA BELLA DIFFERENZA                     |
| Registration Number: | 3396595  | HAND PULLED STYLE                        |
| Registration Number: | 3092135  | FONTANINI FARMS                          |
| Registration Number: | 3398906  | FEEDING AMERICA AND THE WORLD            |
| Registration Number: | 3238618  | PAPA RANNE                               |
| Registration Number: | 2515119  | MODA NOSTRA                              |

**CORRESPONDENCE DATA**

Fax Number: (214)981-3400  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 214-981-3483  
Email: dclark@sidley.com  
Correspondent Name: Dusan Clark, Esq.  
Address Line 1: Sidley Austin LLP  
Address Line 2: 717 N. Harwood St., Suite 3400  
Address Line 4: Dallas, TEXAS 75201

|                         |               |
|-------------------------|---------------|
| ATTORNEY DOCKET NUMBER: | 27729-34360   |
| NAME OF SUBMITTER:      | Dusan Clark   |
| Signature:              | /Dusan Clark/ |
| Date:                   | 07/15/2009    |

**Total Attachments: 9**  
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**TRADEMARK SECURITY AGREEMENT**

This TRADEMARK SECURITY AGREEMENT, dated as of July 10, 2009 is entered into between CAPITOL WHOLESALE MEATS, INC., an Illinois corporation ("Grantor"), and BANK OF AMERICA, N.A., a national banking association ("Lender").

WITNESSETH:

WHEREAS, pursuant to that certain Amended and Restated Credit Agreement dated as of July 10, 2009 by and among Grantor, CWM McCook, L.L.C. ("McCook") and Lender (as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement"), Lender has agreed to make Loans and certain other financial accommodations to the Grantor; and

WHEREAS, in order to induce (i) Lender to enter into the Credit Agreement and the other Loan Documents, and (ii) Lender to make such Loans and other financial accommodations, Grantor has agreed to grant to the Lender, for itself and for the benefit of the other Secured Parties, a continuing Lien on the Trademark Collateral (as hereinafter defined) to secure the Obligations;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Amended and Restated Security Agreement dated as of July 10, 2009 among the Grantor, McCook, Primavera Family Limited Partnership, Primavera Management, LLC, CWM Portage, L.L.C. and the Lender (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement").

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. To secure the prompt and complete payment, performance and observance of all of the Obligations, the Grantor hereby grants, assigns, conveys, mortgages, pledges, hypothecates and transfers to Lender for its benefit and the benefit of the other Secured Parties, a continuing first priority Lien in all of Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral"):

(a) all of its Trademarks and Trademark Licenses to which it is a party including those referred to on Schedule I hereto;

(b) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and

(c) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any

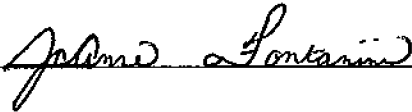
Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

3. SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to the Lender, on behalf of itself and the other Secured Parties, pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Lender 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 incorporated by reference herein as if fully set forth herein.

[signature page follows]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

**CAPITOL WHOLESALE MEATS, INC.,**  
as Grantor

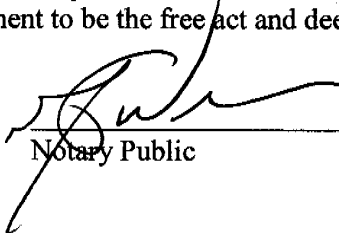
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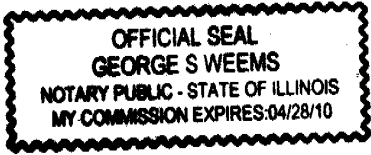
Name: JoAnne Fontanini  
Title: President

**ACKNOWLEDGMENT OF GRANTOR**

STATE OF ILLINOIS        )  
                                  )  
COUNTY OF booke        )        ss.

On this 10<sup>th</sup> day of July, 2009 before me personally appeared JOANNE  
Toukavini, proved to me on the basis of satisfactory evidence to be the person who  
executed the foregoing instrument on behalf of Capitol Wholesale Meats, Inc., who being by me  
duly sworn did depose and say that he/she is an authorized officer of said corporation, that the  
said instrument was signed on behalf of said corporation as authorized by its Board of Directors  
and that he/she acknowledged said instrument to be the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public



BANK OF AMERICA, N.A.,  
as Lender


By:   
Name: Michael J. Hammond  
Title: Senior Vice-President

**SCHEDULE I**  
**TO**  
**TRADEMARK SECURITY AGREEMENT**  
**TRADEMARK REGISTRATIONS**

| NO. | MARK  | CLASSES | SERIAL NO. | DATE FILED | REG. NO. | DATE REG. | ORIGINAL APPLICANT/<br>CURRENT OWNER | STATUS  |
|-----|---|---------|------------|------------|----------|-----------|--------------------------------------|---------|
| 1.  | OLD ITALIAN<br>NEIGHBORHOOD<br><i>Block Letters</i><br><br>OLD ITALIAN NEIGHBORHOOD   | 29      | 77595900   | 10/20/2008 |          |           | CAPITOL WHOLESale<br>MEATS, INC.     | PENDING |
| 2.  | IT'S ALL ABOUT THE<br>MEATBALLS<br><i>Block Letters</i><br><br>IT'S ALL ABOUT THE<br>MEATBALLS                                  | 29      | 77595886   | 10/20/2008 |          |           | CAPITOL WHOLESale<br>MEATS, INC.     | PENDING |
| 3.  | IT'S ALL ABOUT THE<br>SAUSAGE<br><i>Block Letters</i><br><br>IT'S ALL ABOUT THE SAUSAGE   | 29      | 77595877   | 10/20/2008 |          |           | CAPITOL WHOLESale<br>MEATS, INC.     | PENDING |
| 4.  | IMITATION IS THE<br>SINCEREST FORM OF<br>FLATTERY<br><i>Block Letters</i><br><br>IMITATION IS THE SINCEREST<br>FORM OF FLATTERY | 29      | 77595865   | 10/20/2008 |          |           | CAPITOL WHOLESale<br>MEATS, INC.     | PENDING |
| 5.  | DIAMANTI<br><i>Block Letters</i>  | 29      | 77595858   | 10/20/2008 |          |           | CAPITOL WHOLESale<br>MEATS, INC.     | PENDING |



| NO. | MARK   | CLASSES  | SERIAL NO. | DATE FILED | REG. NO. | DATE REG. | ORIGINAL APPLICANT/<br>CURRENT OWNER | STATUS  |
|-----|--|----------|------------|------------|----------|-----------|--------------------------------------|---------|
|     | <b>DIAMANTI</b>  |          |            |            |          |           |                                      |         |
| 6.  | CHICAGO 6-PACK<br><i>Block Letters</i>                           | 29       | 77595842   | 10/20/2008 |          |           | CAPITOL WHOLESALE<br>MEATS, INC.     | PENDING |
|     | <b>CHICAGO 6-PACK</b>  |          |            |            |          |           |                                      |         |
| 7.  | MEATBALL-A-HOLIC<br><i>Block Letters</i>                         | 29       | 77415085   | 3/6/2008   |          |           | CAPITOL WHOLESALE<br>MEATS, INC.     | PENDING |
|     | <b>MEATBALL-A-HOLIC</b>  |          |            |            |          |           |                                      |         |
| 8.  | MINA DE ORO<br><GOLD MINE><br><i>Block Letters</i>               | 29       | 77116531   | 2/26/2007  |          |           | CAPITOL WHOLESALE<br>MEATS, INC.     | PENDING |
|     | <b>MINA DE ORO</b>   |          |            |            |          |           |                                      |         |
| 9.  | GENE'S CHOICE<br><i>Block Letters</i>                            | 29<br>30 | 77116500   | 2/26/2007  |          |           | CAPITOL WHOLESALE<br>MEATS, INC.     | PENDING |
|     | <b>GENE'S CHOICE</b>   |          |            |            |          |           |                                      |         |
| 10. | STEAK YOUR CLAIM<br><i>Block Letters</i>                         | 29       | 76671903   | 1/26/2007  |          |           | CAPITOL WHOLESALE<br>MEATS, INC.     | PENDING |
|     | <b>STEAK YOUR CLAIM</b>  |          |            |            |          |           |                                      |         |
| 11. | PRODOTTO<br>CINQUECENTO<br><PRODUCT 500><br><i>Block Letters</i> | 29       | 76671904   | 1/25/2007  |          |           | CAPITOL WHOLESALE<br>MEATS, INC.     | PENDING |
|     | <b>PRODOTTO CINQUECENTO</b>                                      |          |            |            |          |           |                                      |         |

| NO. | MARK   | CLASSES  | SERIAL NO. | DATE FILED | REG. NO. | DATE REG. | ORIGINAL APPLICANT/<br>CURRENT OWNER | STATUS     |
|-----|--|----------|------------|------------|----------|-----------|--------------------------------------|------------|
| 12. | CASINA ROSSA<br><LITTLE RED HOUSE><br><i>Block Letters</i>                                   | 29       | 76671902   | 1/25/2007  |          |           | CAPITOL WHOLESale<br>MEATS, INC.     | PENDING    |
|     | CASINA ROSSA   |          |            |            |          |           |                                      |            |
| 13. | LIKE A HOMA MADE<br><i>Block Letters</i>   | 29       | 76665221   | 8/25/2006  |          |           | CAPITOL WHOLESale<br>MEATS, INC.     | PENDING    |
|     | LIKE A HOMA MADE   |          |            |            |          |           |                                      |            |
| 14. | DUNKANINI<br><i>Block Letters</i>  | 29<br>30 | 76665219   | 8/25/2006  |          |           | CAPITOL WHOLESale<br>MEATS, INC.     | PENDING    |
|     | DUNKANINI  |          |            |            |          |           |                                      |            |
| 15. | GARLUCKY<br><i>and Design</i>  | 29       | 76649622   | 10/31/2005 |          |           | CAPITOL WHOLESale<br>MEATS, INC.     | PENDING    |
|     |  GARLUCKY |          |            |            |          |           |                                      |            |
| 16. | FONTANINI  | 29       | 73622352   | 9/29/1986  | 1440340  | 5/19/1987 | CAPITOL WHOLESale<br>MEATS           | RENEWED    |
| 17. | FONTANINI<br><i>Block Letters</i>  | 29       | 77185095   | 5/18/2007  | 3460572  | 7/8/2008  | CAPITOL WHOLESale<br>MEATS, INC.     | REGISTERED |
|     | FONTANINI  |          |            |            |          |           |                                      |            |
| 18. | THE TASTE YOUR<br>CUSTOMERS WILL<br>REMEMBER<br><i>Block Letters</i>                         | 29       | 76671901   | 1/25/2007  | 3407727  | 4/8/2008  | CAPITOL WHOLESale<br>MEATS, INC.     | REGISTERED |
|     | THE TASTE YOUR CUSTOMERS WILL REMEMBER   |          |            |            |          |           |                                      |            |
| 19. | MAMMA-RANNE'S<br><i>Block Letters</i>  | 29       | 76671900   | 1/25/2007  | 3296202  | 9/25/2007 | CAPITOL WHOLESale<br>MEATS, INC.     | REGISTERED |
|     | MAMMA-RANNE'S  |          |            |            |          |           |                                      |            |
| 20. | WITH FONTANINI,  | 29       | 76665427   | 8/30/2006  | 3361211  | 1/1/2008  | CAPITOL WHOLESale                    | REGISTERED |

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| NO. | MARK   | CLASSES | SERIAL NO. | DATE FILED | REG. NO. | DATE REG. | ORIGINAL APPLICANT/<br>CURRENT OWNER | STATUS     |
|-----|--|---------|------------|------------|----------|-----------|--------------------------------------|------------|
|     | EVERYBODY LOVES<br>ITALIAN!<br><i>Block Letters</i><br><small>WITH FONTANINI EVERYBODY LOVES ITALIAN</small> |         |            |            |          |           | MEATS, INC.                          |            |
| 21. | UNA BELLA<br>DIFFERENZA<br><A BEAUTIFUL<br>DIFFERENCE><br><i>Block Letters</i><br><br>UNA BELLA DIFFEREN     | 29      | 76665426   | 8/30/2006  | 3259807  | 7/10/2007 | CAPITOL WHOLESAL<br>MEATS, INC.      | REGISTERED |
| 22. | HAND PULLED STYLE<br><i>Block Letters</i><br><br>HAND PULLED STY   | 29      | 76657503   | 3/29/2006  | 3396595  | 3/11/2008 | CAPITOL WHOLESAL<br>MEATS, INC.      | REGISTERED |
| 23. | FONTANINI FARMS<br><i>Block Letters</i><br><br>FONTANINI FARMS   | 29      | 76651199   | 11/28/2005 | 3092135  | 5/16/2006 | CAPITOL WHOLESAL<br>MEATS, INC.      | REGISTERED |
| 24. | FEEDING AMERICA AND<br>THE WORLD<br><i>Block Letters</i><br><small>FEEDING AMERICA AND THE WO</small>        | 29      | 76646358   | 9/7/2005   | 3398906  | 3/18/2008 | CAPITOL WHOLESAL<br>MEATS, INC.      | REGISTERED |
| 25. | PAPA RANNE<br><i>Block Letters</i><br><br>PAPA RANNE   | 29      | 76637929   | 5/5/2005   | 3238618  | 5/8/2007  | CAPITOL WHOLESAL<br>MEATS, INC.      | REGISTERED |
| 26. | MODA NOSTRA<br><OUR WAY>   | 29      | 76210790   | 2/15/2001  | 2515119  | 12/4/2001 | CAPITOL WHOLESAL<br>MEATS, INC.      | REGISTERED |