

## 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
HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD., as resigning Administrative Agent		05/11/2012	CORPORATION: CAYMAN ISLANDS
RECEIVING PARTY DATA			
Name:	THE BANK OF NEW YORK MELLON, as successor to the interest of the Original Agent		
Street Address:	600 East Las Colinas Boulevard		
Internal Address:	Suite 1300		
City:	Irving		
State/Country:	TEXAS		
Postal Code:	75039		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 79			
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
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
Registration Number:	503340	HOROWITZ MARGARETEN HOROWITZ BROS. & MARGARETEN KOSHER MATZOH PRODUCTS
Registration Number:	630579	MANISCHEWITZ
Registration Number:	802353	MANISCHEWITZ
Registration Number:	3219766	MANISCHEWITZ
Registration Number:	1414403	MANISCHEWITZ
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
Serial Number:	77018544	MANISCHEWITZ
Serial Number:	77003505	MANISCHEWITZ

Fax Number: 3102291001

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 310-728-3612

Email: dplucinski@akingump.com

Correspondent Name: Daniel Plucinski c/o Akin Gump

Address Line 1: 2029 Century Park East

Address Line 2: Suite 2400

Address Line 4: Los Angeles, CALIFORNIA 90067

ATTORNEY DOCKET NUMBER:	688411-0010
NAME OF SUBMITTER:	Daniel F. Plucinski
Signature:	/s/ Daniel F. Plucinski
Date:	05/14/2012

**Total Attachments: 8**

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ASSIGNMENT OF SECURITY AGREEMENT (TRADEMARKS)

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, **HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.** (“Harbinger”), with an office at 555 Madison Avenue, 16<sup>th</sup> Floor, New York, New York 10022, as resigning administrative agent (in such capacity, the “*Original Agent*”) for the lenders (the “*Lenders*”) party to the Second Lien Term Loan Agreement, dated as of August 14, 2007, among R.A.B. Food Group, LLC, as borrower, the other Loan Parties party thereto, the Lenders and Harbinger, as Administrative Agent, hereby assigns to **THE BANK OF NEW YORK MELLON**, as successor to the interest of the Original Agent, with an office at 600 East Las Colinas Blvd., Suite 1300, Irving, Texas 75039 (in such capacity, the “*Successor Agent*”), all of the Original Agent’s right, title and interest in, to and under that certain Security Agreement (Trademarks), dated as of May 14, 2008 (the “*Agreement*”), executed by **R.A.B. FOOD GROUP, LLC**, a Delaware limited liability company, with its principal office at 80 Avenue K, Newark, New Jersey 07105 (the “*Grantor*”), in favor of Original Agent, granting a security interest in those trademarks set forth on Schedule A attached hereto and recorded in the United States Patent and Trademark Office on August 16, 2007, Reel/Frame 3603/0068.

The Grantor hereby acknowledges and agrees that after giving effect to this Assignment, the security interests and assignments previously granted by Grantor in favor of Original Agent, in its capacity as administrative agent for the benefit of the Lenders, pursuant to the Agreement shall continue in full force and effect for the benefit of Successor Agent in its capacity as administrative agent for the benefit of the Lenders, and Grantor hereby reaffirms all such security interest grants and assignments and its obligations under the Agreement.

*[Remainder of this page intentionally left blank; signature page follows.]*

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Security Agreement (Trademarks) as of the 11<sup>th</sup> day of May, 2012.

GRANTOR:

**R.A.B. FOOD GROUP, LLC**

By: \_\_\_\_\_

Name: *Alan Bankier*

Title: *Co-President and CEO*

ORIGINAL AGENT:

**HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.,** as resigning Administrative Agent

By: \_\_\_\_\_

Name:

Title:

SUCCESSOR AGENT:

**THE BANK OF NEW YORK MELLON,**  
as successor Administrative Agent

By: \_\_\_\_\_

Name:

Title:

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Security Agreement (Trademarks) as of the \_\_\_ day of May, 2012.

GRANTOR:

**R.A.B. FOOD GROUP, LLC**

By: \_\_\_\_\_

Name:

Title:

ORIGINAL AGENT:

**HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.,** as resigning Administrative Agent

*By: Harbinger Capital Partners LLC, Its Investment Manager*

By: \_\_\_\_\_

Name:

Title:

**Ian Estus**  
Vice President

SUCCESSOR AGENT:

**THE BANK OF NEW YORK MELLON,**  
as successor Administrative Agent

By: \_\_\_\_\_

Name:

Title:

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Security Agreement (Trademarks) as of the \_\_\_ day of May, 2012.

GRANTOR:

**R.A.B. FOOD GROUP, LLC**

By: \_\_\_\_\_

Name:

Title:

ORIGINAL AGENT:

**HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.,** as resigning Administrative Agent

By: \_\_\_\_\_

Name:

Title:

SUCCESSOR AGENT:

**THE BANK OF NEW YORK MELLON,**  
as successor Administrative Agent

By:  \_\_\_\_\_

Name:

Title:

**Melinda Valentine**  
**Vice President**



**Schedule A**

**Trademark Collateral**

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

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