

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM354000

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Assignment of Intellectual Property Security Agreement		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
General Electric Capital Corporation, as Retiring Agent		08/21/2015	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Antares Capital LP, as Successor Agent		
<b>Street Address:</b>	500 West Monroe Street		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60661		
<b>Entity Type:</b>	LIMITED PARTNERSHIP: DELAWARE		
<b>PROPERTY NUMBERS Total: 38</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1690697		
<b>Registration Number:</b>	3390779	AUTHENTICO	
<b>Registration Number:</b>	3005011	BUDGET GOURMET BISTRO	
<b>Registration Number:</b>	3752743	THE BEAUTIFUL FOODS COMPANY	
<b>Registration Number:</b>	3667281	BELLISIO FOODS	
<b>Registration Number:</b>	3455853	BUNDINOS	
<b>Registration Number:</b>	3554680	THE FAMILY TABLE	
<b>Registration Number:</b>	1871756	HOWLIN' COYOTE	
<b>Registration Number:</b>	3699950	LET MAMA FEED YOU	
<b>Registration Number:</b>	1712572	MICHELINA'S	
<b>Registration Number:</b>	3006370	MICHELINA'S LEAN GOURMET	
<b>Registration Number:</b>	2766991	MICHELINA'S PIZZA SNACK ROLLS	
<b>Registration Number:</b>	2256005	MICHELINA'S SIGNATURE	
<b>Registration Number:</b>	3795024	MICHELINA'S SNACKERS	
<b>Registration Number:</b>	2776746	POP'N CHICKEN	
<b>Registration Number:</b>	2156913	YU SING	
<b>Registration Number:</b>	2821708	ZAP'EMS	
<b>Registration Number:</b>	4014020	ZAP'EMS GOURMET	
<b>Serial Number:</b>	85223143	GRILL'EMS	

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	85121592	LEAN GOURMET BY MICHELINA'S
Serial Number:	85223149	MICHELINA'S GRILL'EMS GOURMET
Serial Number:	85342128	MICHELINA'S NATURAL GOURMET
Serial Number:	77935600	SOLO GOURMET
Registration Number:	1616892	THE BUDGET GOURMET
Registration Number:	2999149	WE BRING MENUS TO LIFE
Registration Number:	3024543	STROMBO'S
Registration Number:	3021659	ARDEN KITCHENS
Registration Number:	1220172	CHARRITO'S
Registration Number:	1585979	ARDENELLI'S ITALIAN CUISINE
Registration Number:	1639886	ARDENELLI'S ITALIAN CUISINE
Serial Number:	85324952	ARDEN KITCHENS
Registration Number:	3428841	OFI ASIAN GOURMET
Registration Number:	3049666	CHICAGO BROTHERS
Registration Number:	3049656	CHICAGO BROTHERS
Registration Number:	2978759	CHICAGO BROTHERS CHEFMASTER
Registration Number:	2850816	OVERHILL FARMS
Registration Number:	2710390	OVERHILL FARMS
Registration Number:	1228615	OVERHILL FARMS

#### CORRESPONDENCE DATA

**Fax Number:**

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

**Email:** ipdocket@lw.com

**Correspondent Name:** Latham & Watkins LLP

**Address Line 1:** 650 Town Center Drive, Suite 2000

**Address Line 4:** Costa Mesa, CALIFORNIA 92626

<b>ATTORNEY DOCKET NUMBER:</b>	025646-0000
<b>NAME OF SUBMITTER:</b>	Rhonda DeLeon
<b>SIGNATURE:</b>	/Rhonda DeLeon/
<b>DATE SIGNED:</b>	09/03/2015

#### Total Attachments: 8

source=Bellisio - Assignment of Intellectual Property Security Agreement (Execu #page1.tif  
source=Bellisio - Assignment of Intellectual Property Security Agreement (Execu #page2.tif  
source=Bellisio - Assignment of Intellectual Property Security Agreement (Execu #page3.tif  
source=Bellisio - Assignment of Intellectual Property Security Agreement (Execu #page4.tif  
source=Bellisio - Assignment of Intellectual Property Security Agreement (Execu #page5.tif  
source=Bellisio - Assignment of Intellectual Property Security Agreement (Execu #page6.tif  
source=Bellisio - Assignment of Intellectual Property Security Agreement (Execu #page7.tif



**ASSIGNMENT OF INTELLECTUAL PROPERTY  
SECURITY AGREEMENT**

This **ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENT** (this “**Assignment**”), dated as of August 21, 2015, is by **GENERAL ELECTRIC CAPITAL CORPORATION** (individually, “**GECC**”), acting in its capacity as the current and resigning administrative agent (in such capacity, the “**Retiring Agent**”) and **ANTARES CAPITAL LP**, a Delaware limited partnership (individually, “**Antares**”), acting in its capacity as the successor administrative agent (in such capacity, the “**Successor Agent**”).

**RECITALS:**

**WHEREAS**, Bellisio Foods, Inc., The All American Gourmet Company, Arden International, LLC, and Overhill Farms, Inc., each as a “Grantor”, and Retiring Agent are parties to those certain intellectual property security agreements identified in Exhibit A attached hereto (as the same have been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, collectively, the “**Agreements**”) covering certain intellectual property set forth on Exhibit B attached hereto; and

**WHEREAS**, pursuant to that certain Omnibus Agency Transfer Agreement by and among GECC, as the Retiring Agent, and Antares, as Successor Agent, Retiring Agent has assigned to Successor Agent all of its rights, remedies, duties and other obligations under, among other documents, the Agreements, in each instance, in its capacity as administrative agent and, if applicable, collateral agent.

**NOW, THEREFORE**, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Retiring Agent hereby assigns and transfers to Successor Agent and its successors and assigns, all of its rights, title and interest in and to the Agreements.

This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.

*- Remainder of Page Intentionally Left Blank; Signature Page Follows -*

IN WITNESS WHEREOF, Retiring Agent and Successor Collateral Agent have caused this Assignment to be duly executed as of the date first above written.

**RETIRING AGENT:**

**GENERAL ELECTRIC CAPITAL  
CORPORATION**

By: 

Name: STEVEN FLOWERS

Its: Duly Authorized Signatory

**SUCCESSOR AGENT:**

**ANTARES CAPITAL LP**

By: 

Name: DAVID BRACKETT

Title: Duly Authorized Signatory

## EXHIBIT A

Trademark Security Agreement dated as of December 16, 2011 and filed with the United States Patent and Trademark Office on December 19, 2011 at Reel 4682, Frame 0297.

Trademark Security Agreement dated as of December 16, 2011 and filed with the United States Patent and Trademark Office on December 19, 2011 at Reel 4682, Frame 0305.

Trademark Security Agreement dated as of December 16, 2011 and filed with the United States Patent and Trademark Office on December 19, 2011 at Reel 4682, Frame 0326.

Trademark Security Agreement dated as of August 9, 2013 and filed with the United States Patent and Trademark Office on August 14, 2013 at Reel 5088, Frame 0263.

Patent Security Agreement dated as of December 19, 2011 and filed with the United States Patent and Trademark Office on December 19, 2011 at Reel 27407, Frame 0890.

Patent Security Agreement dated as of August 1, 2013 and filed with the United States Patent and Trademark Office on August 2, 2013 at Reel 30949, Frame 0111.



Copyright Security Agreement dated as of December 16, 2011 and filed with the United States Copyright Office on December 19, 2011 in Volume 3611 , Document 879.

## EXHIBIT B

### TRADEMARKS

Trademark Security Agreement dated as of December 16, 2011 and filed with the United States Patent and Trademark Office on December 19, 2011 at Reel 4682, Frame 0297.

#### 1. REGISTERED TRADEMARKS

Mark	Registration No.	Registration Date
DESIGN MARK (WOMAN'S HEAD) 	1690697	6/2/92
AUTHENTICO	3390779	3/4/08
BUDGET GOURMET BISTRO	3005011	10/4/05
THE BEAUTIFUL FOODS COMPANY	3752743	2/23/10
BELLISIO FOODS	3667281	8/11/09
BUNDINOS	3455853	6/24/08
THE FAMILY TABLE	3554680	12/30/08
HOWLIN COYOTE & design 	1871756	1/3/95
LET MAMA FEED YOU	3699950	10/20/09
MICHELINA'S	1712572	9/1/92
MICHELINA'S LEAN GOURMET	3006370	10/11/05
MICHELINA'S PIZZA SNACK ROLLS	2766991	9/23/03
MICHELINA'S SIGNATURE	2256005	6/22/99
MICHELINA'S SNACKERS	3795024	5/25/10
POP'N CHICKEN	2776746	10/21/03
YU SING	2156913	5/12/98
ZAP'EMS	2821708	3/9/04
ZAP'EMS GOURMET	4014020	8/16/11

## 2. TRADEMARK APPLICATIONS




Mark	Serial No.	Filing Date
GRILL'EMS	85223143	1/21/11
LEAN GOURMET BY MICHELINA'S	85121592	9/02/10
MICHELINA'S GRILL'EMS GOURMET	85223149	1/21/11
MICHELINA'S NATURAL GOURMET	85342128	6/9/11
SOLO GOURMET	77935600	2/15/10

Trademark Security Agreement dated as of December 16, 2011 and filed with the United States Patent and Trademark Office on December 19, 2011 at Reel 4682, Frame 0305.

Mark	Registration No.	Registration Date
BUDGET GOURMET	1,616,892	October 9, 1990


Trademark Security Agreement dated as of December 16, 2011 and filed with the United States Patent and Trademark Office on December 19, 2011 at Reel 4682, Frame 0326.

## 1. REGISTERED TRADEMARKS

Mark	Registration No.	Registration Date
WE BRING MENUS TO LIFE	2,999,149	9/20/05
STROMBO'S	3,024,543	12/6/05
ARDEN KITCHENS (WORD MARK)	3,021,659	11/29/05
	1,220,172	12/14/82
ARDENELLI'S ITALIAN CUISINE and Design 	1,585,979	March 6, 1990
ARDENELLI'S ITALIAN CUISINE and Design 	1,639,886	April 2, 1991



## 2. TRADEMARK APPLICATIONS

Mark	Serial No.	Filing Date
 Intent to Use Application	85/324,952	5/19/11

Trademark Security Agreement dated as of August 9, 2013 and filed with the United States Patent and Trademark Office on August 14, 2013 at Reel 5088, Frame 0263.

### Trademark Registrations

Owner	Trademark	Registration Number / Registration Date	Serial Number / Filing Date	Jurisdiction
Overhill Farms, Inc.	OFI Asian Gourmet	3,428,841 May 13, 2008	78-980035 / March 20, 2006	United States
Overhill Farms, Inc.	Chicago Brothers	3,049,666 January 24, 2006	78-244113 / April 30, 2003	United States
Overhill Farms, Inc.	Chicago Brothers	3,049,656 January 24, 2006	78-494139 / October 4, 2004	United States
Overhill Farms, Inc.	Chicago Brothers Chefmaster	2,978,759 July 26, 2005	78-244113 / April 30, 2003	United States
Overhill Farms, Inc.	Overhill Farms	2,850,816 June 8, 2004	78-207445 / January 27, 2003	United States
Overhill Farms, Inc.	Overhill Farms	2,710,390 April 29, 2003	78-025175 / April 14, 2000	United States
Overhill Farms, Inc.	Overhill Farms	1,228,615 February 22, 1983	73-280845 / October 7, 1980	United States

## PATENTS

Patent Security Agreement dated as of December 19, 2011 and filed with the United States Patent and Trademark Office on December 19, 2011 at Reel 27407, Frame 0890.

### 1. REGISTERED PATENTS

Title	Patent No.	Issue Date
Filled bread product and a method for making the product	7,592,026	September 22, 2009
A method of making laminated pizza crust	6,126,977	October 3, 2000
Food Positioning Apparatus	5,630,498	May 20, 1997
Method & Apparatus for Transferring Objects Between Conveyors	5,277,294	January 11, 1994

### 2. PATENT APPLICATIONS

Title	Serial No.	Filing Date
Grab-an-go Food Products and Methods of Making Same Inventor: Catherine Proper	13/223,404	September 1, 2011
Frozen filled yeast-leavened bread product and a method for making the product	11/226,016	September 14, 2005

Patent Security Agreement dated as of August 1, 2013 and filed with the United States Patent and Trademark Office on August 2, 2013 at Reel 30949, Frame 0111.

1. REGISTERED PATENTS

Title	Patent No.	Issue Date
METAL FOIL FOOD PACKAGE FOR MICROWAVE COOKING	5230914	July 27, 1993

2. PATENT APPLICATIONS

Title	Serial No.	Filing Date
GRAB-AND-GO FOOD PRODUCTS AND METHODS OF MAKING SAME	13/728,046	December 27, 2012

COPYRIGHTS

Copyright Security Agreement dated as of December 16, 2011 and filed with the United States Copyright Office on December 19, 2011 in Volume 3611 , Document 879.

Title of Work	Registration No.	Registration Date
Michelina's Authentic Recipes From My Family to Yours	TX4643092	October 10, 1997
Michelina's Authentic Recipes From My Family to Yours: Lean'n' Tasty Rigatoni & Pomodoro Sauce	TX4671094	November 10, 1997
Michelina's Authentic Recipes From My Family to Yours: Lean'n' Tasty Macaroni & Cheese	TX4671095	November 10, 1997
Michelina's Fettuccine Alfredo	TX4672057	November 10, 1997