

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM359648

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment of Intellectual Property Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Antares Capital Corporation		08/21/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Antares Capital LP		
Street Address:	500 W. Monroe Street		
Internal Address:	17th Floor		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60601		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 24			
Property Type	Number	Word Mark	
Registration Number:	1408018	PREFERRED MEAL SYSTEMS, INC.	
Registration Number:	2545052	REFUEL AT SCHOOL	
Serial Number:	76458403	CHEF MUNCHINI'S PISA PIZZA	
Registration Number:	2696302	APPLERAGEOUS	
Registration Number:	1877824	CHEF CARLO	
Registration Number:	2597060	HFI HEARTLAND FOODS	
Registration Number:	2679135	LUNCH MUNCHIES	
Registration Number:	2881079	PB&J CUT OUTS	
Registration Number:	2949337	TASTY STUFFED DELIGHTS	
Registration Number:	2999667	SANDWICH XPRESS	
Registration Number:	2798424	EAT RIGHT GET SMART	
Registration Number:	2545053	KIDS ARE PEOPLE TOO	
Registration Number:	1394464		
Registration Number:	3178516	MAMA CARLINA	
Registration Number:	3126222		
Serial Number:	77457546	THINKTRITION	
Serial Number:	77720059	PREFERRED MEAL SYSTEMS, INC. QUALITY FOO	
Registration Number:	3764036	THINKTRITION	

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Property Type	Number	Word Mark
Serial Number:	86027711	PREFERRED MEALS
Serial Number:	86027728	PREFERRED MEALS
Serial Number:	86027733	PREFERREDMEALS
Serial Number:	86027719	PREFERRED MEALS SMARTER SOLUTIONS
Serial Number:	86027755	PREFERREDMEALS SMARTER SOLUTIONS
Serial Number:	86027741	PREFERRED MEALS SMARTER SOLUTIONS

CORRESPONDENCE DATA

Fax Number: 3026365454
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.
Phone: 800-927-9801 x 62348
Email: jean.paterson@cscglobal.com
Correspondent Name: Corporation Service Company
Address Line 1: 1090 Vermont Avenue NW, Suite 430
Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	841958
NAME OF SUBMITTER:	Jean Paterson
SIGNATURE:	/jep/
DATE SIGNED:	10/22/2015

Total Attachments: 12
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**ASSIGNMENT OF INTELLECTUAL PROPERTY
SECURITY AGREEMENTS**

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

RECITALS:

WHEREAS, Preferred Meal Systems, Inc. and HFI Heartland Foods, Inc., each as "**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 ACC, 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.

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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:

ANTARES CAPITAL CORPORATION

By: Amy L. Krebs
Name: Amy L. Krebs

Its: Duly Authorized Signatory Duly Authorized Signatory

SUCCESSOR AGENT:

ANTARES CAPITAL LP

By: Amy L. Krebs
Name: Amy L. Krebs

Title: Duly Authorized Signatory Duly Authorized Signatory



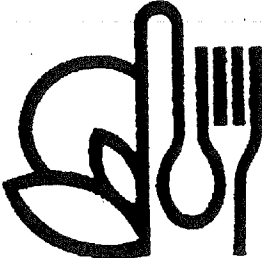
EXHIBIT A

Trademark Security Agreement, dated as of April 21, 2005, by Preferred Meal Systems CA, Inc., a California corporation ("PMS") in favor of Retiring Agent and recorded with the United States Patent and Trademark Office (" <u>USPTO</u> ") on April 24, 2005 at Reel 3072, Frame 0026
Trademark Security Agreement, dated as of April 21, 2005, by HFI Heartland Foods, Inc., in favor of Retiring Agent and recorded with the USPTO on April 24, 2005 at Reel 3072, Frame 0121.
Trademark Security Agreement, dated as of December 23, 2008, by PMS in favor of Retiring Agent and recorded with the USPTO on December 23, 2008 at Reel 3908, Frame 0793.
Trademark Security Agreement, dated as of March 10, 2010, by PMS in favor of Retiring Agent and recorded with the USPTO on March 11, 2010 at Reel 4165, Frame 0583.
Trademark Security Agreement, dated as of December 23, 2013, by PMS in favor of Retiring Agent and recorded with the USPTO on December 23, 2013 at Reel 5181, Frame 0094.
Trademark Security Agreement, dated as of September 4, 2013, by PMS in favor of Retiring Agent and recorded with the USPTO on September 11, 2013 at Reel 5108, Frame 0516.


EXHIBIT B

[Attached]




TRADEMARKS




<p>PREFERRED MEAL SYSTEMS, INC. and Design</p>  <p>Preferred Meal Systems, Inc.</p>	Reg.	1408018	9/02/86	Institutional food services, namely, the preparation and delivery of frozen single-service entrees to institutions and the service of meals centered around those entrees in institutions	PREFERRED MEAL SYSTEMS, INC. 1699 East Woodfield Rd. Schaumburg, Ill.
REFUEL AT SCHOOL	Reg.	2545052	3/05/02	Institutional food services, namely, the preparation and delivery of fresh and/or frozen meals to institutions and the service of such meals in institutions	PREFERRED MEAL SYSTEMS, INC. 5240 St. Charles Road Berkeley, Ill.
<p>CHEF MUNCHINI'S PISA PIZZA and Design</p>  <p>CHEF MUNCHINI'S PISA PIZZA</p>	Aband.	76458403	7/26/04	Pizza for institutional use.	PREFERRED MEAL SYSTEMS, INC. 5240 St. Charles Road Berkeley, Ill.
<p>DESIGN ONLY</p> 	Reg.	1394464	5/20/86	Institutional food services, namely, the preparation and delivery of frozen single-service entrees to institutions and the service of meals centered around those entrees in institutions	PREFERRED MEAL SYSTEMS, INC. 1699 East Woodfield Rd. Schaumburg, Ill.

TRADEMARKS

Mark	Status	App/Reg No.	App/Reg Date	Goods/Services	Owner
APPLERAGEOUS	Reg.	2696302	3/11/03	Flavored applesauce for institutional use	HFI HEARTLAND FOODS, INC. 5240 St. Charles Road Berkeley, Ill.
CHEF CARLO	Reg.	1877824	2/07/05	Frozen pizza	HFI HEARTLAND FOODS, INC. 5240 St. Charles Road Berkeley, Ill.
EAT RIGHT GET SMART	Reg.	2798424	12/23/00	Institutional food services, namely, the preparation of fresh and/or frozen meals and the service of such meals in institutions	HFI HEARTLAND FOODS, INC. 5240 St. Charles Road Berkeley, Ill.
HFI HEARTLAND FOODS	Reg.	2881079	9/07/04	Food products, namely, peanut butter and jelly sandwiches for institutional use	HFI HEARTLAND FOODS, INC. 5240 St. Charles Road Berkeley, Ill.
KIDS ARE PEOPLE TOO	Reg.	2545053	3/05/02	Institutional food services, namely, the preparation and delivery of fresh and/or frozen meals to institutions and the service of such meals in institutions	HFI HEARTLAND FOODS, INC. 5240 St. Charles Road Berkeley, Ill.
LUNCH MUNCHIES	Reg.	2679135	1/21/03	Lunch packages, namely, luncheon meat and cheese lunch packages, namely, pita bread, cookies and candy	HFI HEARTLAND FOODS, INC. 5240 St. Charles Road Berkeley, Ill.
PB&J CUT OUTS and Design 	Reg.	2679135	1/21/03	Lunch packages, namely, luncheon meat and cheese lunch packages, namely, pita bread, cookies and candy	HFI HEARTLAND FOODS, INC. 5240 St. Charles Road Berkeley, Ill.

U.S. TRADEMARKS

Mark	Country	Reg. No.	Reg. Date
HFI HEARTLAND FOODS	U.S.	2,597,060	7/23/2002
LUNCH MUNCHIES	U.S.	2,679,135	1/21/2003
APPLERAGEOUS	U.S.	2,696,302	3/11/2003
PB&J CUT OUTS 	U.S.	2,881,079	9/7/2004
TASTY STUFFED DELIGHTS 	U.S.	2,949,337	5/10/2005
SANDWICH XPRESS and LINES DESIGN 	U.S.	2,999,667	9/27/2005
EAT RIGHT GET SMART	U.S.	2,798,424	12/23/2003
KIDS ARE PEOPLE TOO	U.S.	2,545,053	3/5/2002

Mark	Country	Reg. No.	Reg. Date
PREFERRED MEAL SYSTEMS, INC. and Design  Preferred Meal Systems, Inc.	U.S.	1,408,018	9/02/86
REFUEL AT SCHOOL	U.S.	2,545,052	3/05/02
DESIGN ONLY	U.S.	1,394,464	5/20/86
			
MAMA CARLINA	U.S.	3,178,516	11/28/06
DESIGN ONLY	U.S.	3,126,222	8/8/06
			

U.S. TRADEMARK APPLICATIONS

Mark	Country	App. No.	App. Date
THINKTRITION	U.S.	77/457,546	4/24/08

TRADEMARK LICENSES

None.

U.S. TRADEMARKS

None.

U.S. TRADEMARK APPLICATIONS

Mark	Country	App. No.	App. Date
PREFERRED MEAL SYSTEMS, INC. QUALITY FOOD AND SERVICE, SIMPLIFIED	US	77720059	4/22/09

TRADEMARK LICENSES

None.

U.S. TRADEMARKS

Mark	Country	Reg. No.	Reg. Date
Thinktrition	US	3764036	03/23/10

U.S. TRADEMARK APPLICATIONS

None.

TRADEMARK LICENSES

None.

U.S. TRADEMARKS

None.

U.S. TRADEMARK APPLICATIONS

Mark	Country	App. No.	App. Date
PREFERRED MEALS	US	86027711	08/02/13
PREFERRED MEALS & Orange (Vertical) Design	US	86027728	08/02/13
PREFERRED MEALS & Orange (Horizontal) Design	US	86027733	08/02/13
PREFERRED MEALS, SMARTER SOLUTIONS	US	86027719	08/02/13
PREFERRED MEALS, SMARTER SOLUTIONS & Orange (Vertical) Design	US	86027755	08/02/13
PREFERRED MEALS, SMARTER SOLUTIONS & Orange (Horizontal) Design	US	86027741	08/02/13

TRADEMARK LICENSES

None.