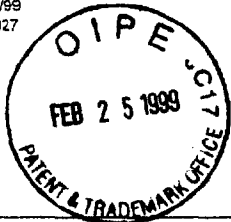


03-01-1999



RECOI 100975826
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New **MFO 2-25-99**

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger
Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

02/26/1999 JSHARZZ 00000166 75426605
01 FC:481 40.00 OP
02 FC:482 50.00 OP

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1862 FRAME: 0352

Domestic Representative Name and Address

Enter for the first Receiving Party only.

N/A Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Lisa A. Thompson, Esquire

Name of Person Signing



Signature

2/24/99

Date Signed

CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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TRADEMARK ASSIGNMENT

WHEREAS, DELTA FOOD GROUP, INC., a Pennsylvania corporation (the "Grantor") is the owner of the entire right, title and interest in and to the United States trademarks and trademark applications listed on Schedule "A" attached hereto and made a part hereof (the "Trademark Collateral"), which are registered in the United States Patent and Trademark Office or which are the subject of pending applications in the United States Patent and Trademark Office;

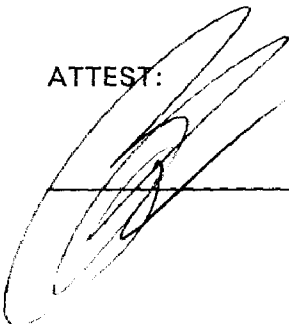
WHEREAS, Rolf D. Schmidt and F.W. Schmidt (individually and collectively "Schmidts") under that certain Security Agreement of even date herewith are entitled to acquire said Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound hereby, the Grantor, its successors and assigns, does hereby transfer, assign and set over unto the Schmidts, their respective successors, transferees and assigns, all of its present and future right, title and interest in and to the Trademark Collateral and all proceeds thereof, and all goodwill associated therewith.

IN WITNESS WHEREOF, the undersigned has caused this Trademark Assignment to be executed by its duly authorized officer on this 23rd day of February, 1999.

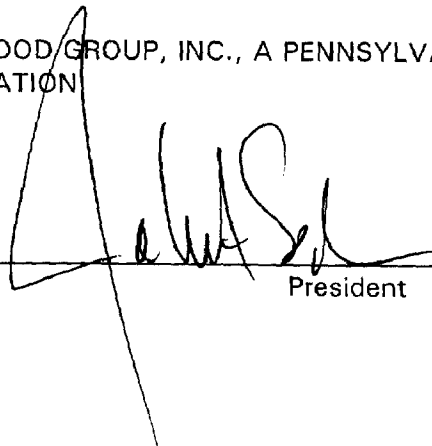
DELTA FOOD GROUP, INC., A PENNSYLVANIA CORPORATION

ATTEST:



Secretary

By: _____



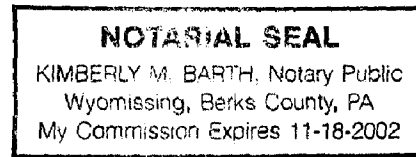
President

COMMONWEALTH OF PENNSYLVANIA :
 : SS
COUNTY OF BERKS :

On this the 23rd day of February, 1999, before me, a Notary Public, the undersigned of rice, personally appeared JOHN SEDOR and GEROME HARDEN, who acknowledged themselves to be the President and Secretary, respectively, of Delta Food Group, Inc., a Pennsylvania corporation, and that they, in such capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing on behalf of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Kimberly M. Barth
Notary Public
My Commission Expires:



**SCHEDULE "A"
TO
RIDER TO SECURITY AGREEMENT - TRADEMARKS**

<u>TRADEMARK</u>	<u>APPLICATION OR REGISTRATION NO.</u>	<u>REGISTRATION OR FILING DATE</u>
Tab-Cost	2,103,152	10/07/1997
Delta Starch	2,177,846	08/04/1998
Flavor-Max (Application Pending)	75/426,605	1/30/1998