

PATENT ASSIGNMENT COVER SHEET

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SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENT	
CONVEYING PARTY DATA		
Name		Execution Date
GENERAL ELECTRIC CAPITAL CORPORATION, AS RETIRING AGENT		08/21/2015
RECEIVING PARTY DATA		
Name:	ANTARES CAPITAL LP, AS SUCCESSOR AGENT	
Street Address:	500 WEST MONROE STREET	
City:	CHICAGO	
State/Country:	ILLINOIS	
Postal Code:	60661	
PROPERTY NUMBERS Total: 8		
Property Type	Number	
Patent Number:	7592026	
Patent Number:	6126977	
Patent Number:	5630498	
Patent Number:	5277294	
Application Number:	13223404	
Application Number:	11226016	
Patent Number:	5230914	
Application Number:	13728046	
CORRESPONDENCE DATA		
Fax Number:	(714)755-8290	
<i>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.</i>		
Email:	ipdocket@lw.com	
Correspondent Name:	LATHAM & WATKINS LLP	
Address Line 1:	650 TOWN CENTER DRIVE	
Address Line 2:	SUITE 2000	
Address Line 4:	COSTA MESA, CALIFORNIA 92626	
ATTORNEY DOCKET NUMBER:	025646-0000	
NAME OF SUBMITTER:	RHONDA DELEON	
SIGNATURE:	/Rhonda DeLeon/	

DATE SIGNED:	09/03/2015
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Total Attachments: 8

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**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.

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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:

**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