

10-05-1999

FORM PTC-159
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



101161881

MRD 10-4-99

Tab settings =>=>=>

To the Honorable Commissioner of

inal documents or copy thereof

1. Name of conveying party(ies):

COUNTRY HOME BAKERS, INC.
3 Enterprise Drive
Shelton, Connecticut 06484

- Individual(s)
- General Partnership
- Corporation-State: Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: August 30, 1999

2. Name and address of receiving party(ies):

Name: FLEET CAPITAL CORPORATION, AS AGENT
Internal Address:
Street Address: 200 Glastonbury Boulevard
City: Glastonbury State: CT ZIP: 06033

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Rhode Island
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
See Attached Schedule A

B. Trademark registration No.(s)
See Attached Schedule A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Federal Research Corp.
Internal Address:
Street Address: 400 Seventh Street, NW, Suite 101
City: Washington State: D.C. ZIP: 20004

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41): \$ 140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

10/05/1999 MTHA11 00000070 1755598

01 FC:481 40.00 DP
02 FC:481 100.00 DP

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

Richard Roel
Name of Person Signing

Richard Roel
Signature

9/24/99
Date

Total number of pages including cover sheet, attachments and document: 4

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

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated August 30, 1999, by and between COUNTRY HOME BAKERS, INC. and FLEET CAPITAL CORPORATION, as Agent.

<u>Registration No. or Application No.</u>	<u>Mark</u>	<u>Issue or File Date</u>
1,755,598	CHOP BLOCK	March 2, 1993
2,004,856	TOWN SQUARE BAKERY	October 1, 1996
2,004,862	TOWN SQUARE BAKERY	October 1, 1996
2,108,106	OVEN FRESH JUST BAKED AWESOME GOURMET COOKIES	October 28, 1997
75/553,271	ULTRA BAKE	September 16, 1998

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Country Home Bakers, Inc., a corporation formed under the laws of the State of Delaware ("Company"), having a principal place of business at 3 Enterprise Drive, Shelton, Connecticut 06484, has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Company, Country Home Bakery Incorporated, Borck Country Home Bakeries, Incorporated, Jessie Lord, Inc., Readi-Bake, Inc. and Sanders Sales, Inc. (each a "Borrower" and jointly and severally, "Borrowers") are obligated to Agent and Lenders (each term as hereinafter defined), pursuant to (i) a certain Loan and Security Agreement, dated as of the date hereof (as may be further amended, modified, restated or otherwise supplemented from time to time) among Borrowers, Fleet Capital Corporation ("Fleet"), the various financial institutions named therein or which hereafter become a party thereto (Fleet and such other financial institutions, collectively, "Lenders") and Fleet as administrative and collateral agent for Lenders (Fleet in such capacity, "Agent") and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Company in favor of Agent, for the ratable benefit of Lenders (as each may be amended, supplemented, restated or otherwise modified from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Company is granting to Agent for the ratable benefit of Agent and Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefore.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Company does hereby assign unto Agent for the ratable benefit of Agent and Lenders and grant to Agent for the ratable benefit of Agent and Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

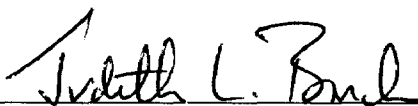
Company expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: August 30, 1999

Witness:

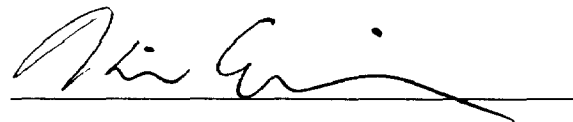
COUNTRY HOME BAKERS, INC.

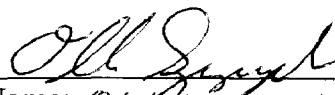


By: 
Name: JUDITH L. BORCK
Title: CHIEF EXECUTIVE OFFICER

Witness:

FLEET CAPITAL CORPORATION, as Agent



By: 
Name: Oled Suzupak
Title: Senior Vice President

STATE OF new YORK)
 : ss.:
COUNTY OF new YORK)

On this 30th day of August, 1999, before me personally came Judith L. BURCK, to me known, who, being by me duly sworn, did depose and say that he is the CHIEF EXECUTIVE OFFICER of Country Home Bakers, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by like order of said corporation.

Richard Roel
Notary Public

RICHARD ROEL
NOTARY PUBLIC, State of New York
No. 01R05026268
Qualified in Queens County
Commission Expires April 18, 2000

STATE OF new York)
 : ss.:
COUNTY OF new York)

On this 30th day of August, 1999 before me personally came Olch SZCZUPA, to me known, who being by me duly sworn, did depose and say that he is the senior VP of Fleet Capital Corporation, as Agent, the corporation described in and which executed the foregoing instrument; and that he said his name thereto by like order of said corporation.

Richard Roel
Notary Public

RICHARD ROEL
NOTARY PUBLIC, State of New York
No. 01R05026268
Qualified in Queens County
Commission Expires April 18, 2000