

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

04-26-2001



101687454

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached

1. Name of conveying party(ies):

Comerica Bank - California

4-1601

- Individual(s)
- General Partnership
- Corporation-State
- 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 28, 2000

2. Name and address of receiving party(ies)

Name: Comerica Bank, as Agent

Internal Address:

Street Address: 500 Woodward Avenue

City: Detroit State: MI ZIP: 48226

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Michigan banking corporation

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 patent number(s):

A. Trademark Application No.(s)

75/596082
75/372876

B. Trademark Registration No.(s)

2,187,815	2,161,731	2,198,496
2,121,801	2,107,257	
2,178,118	2,129,005	

Additional numbers attached? Yes No

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

Name: Jennifer A. Bielfield

Internal Address: Miller, Canfield, Paddock
and Stone, PLC

Street Address: 150 W. Jefferson, Suite 2500

City: Detroit State: MI ZIP: 48226

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41).....\$ 240.00

- 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

9. 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.

Jennifer A. Bielfield
Name of Person Signing

Jennifer A. Bielfield
Signature

April 12, 2001
Date

Total number of pages including cover sheet, attachments, and document: 9

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK

REEL: 002279 FRAME: 0690

ASSIGNMENT OF TRADEMARKS AND TRADEMARK APPLICATIONS

THIS ASSIGNMENT ("Assignment") effective as of August 28, 2000 is entered into by COMERICA BANK-CALIFORNIA ("Assignor") and COMERICA BANK, AS AGENT, Michigan banking corporation and having a principal place of business at One Detroit Center, 500 Woodward Avenue, Detroit, Michigan 48226 ("Assignee").

WHEREAS, under a certain Credit Agreement dated October 30, 1998 by and between A&J Cheese Company ("Grantor") and Comerica Bank-California, as Secured Party, Comerica Bank-Comerica as Secured Party agreed to extend credit facilities to Grantor; and,

WHEREAS, as a condition of Comerica Bank-Comerica as Secured Party's extension of Credit to Grantor, Grantor agreed to grant to Comerica Bank-Comerica as Secured Party a security interest in certain collateral as security for the payment and performance of Grantor's obligations under the Credit Agreement and related documents; and

WHEREAS, pursuant to a Patent, Trademark and Copyright Security Agreement dated October 30, 1998 (the "Security Agreement"), Grantor assigned to Comerica Bank-Comerica as Secured Party a security interest in all of Grantor's right, title and interest in certain intellectual property; and

WHEREAS, Comerica Bank-California has resigned as Agent under the Credit Agreement and desires to assign to Assignee as successor agent under the Credit Agreement all of its rights and obligations under the Security Agreement to Assignee, and Assignee desires to accept such assignment, all on the terms and subject to the conditions set forth in the Security Agreement.

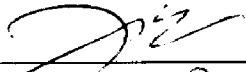
NOW THEREFORE, in consideration of the premises, Assignor and Assignee agree as follows:

1. Assignor hereby assigns and transfers, all right, title and interest in and to the trademarks and trademark applications identified in the attached Schedule A [including all the good will associated therewith and all rights of action at law against infringements thereof].
2. Assignee accepts the aforesaid assignment.
3. This Assignment may be signed in one or more counterparts, which counterparts together shall constitute one instrument.

IN WITNESS WHEREOF, the undersigned have executed this Assignment as of the date written above.


“ASSIGNOR”

COMERICA BANK-CALIFORNIA

By: 
Its: VP

“ASSIGNEE”

COMERICA BANK, AS AGENT

By: 
Its: Vice President



SCHEDULE A
TRADEMARKS AND TRADEMARK APPLICATIONS

1. TRADEMARKS

TRADEMARK	REGISTRATION NO.
ALLCHEE	2,187,815
ANDRINA	2,121,801
CALIFORNIA RICHFIELD	2,178,118
CASA de QUESO	2,161,731
GENCO	2,107,257
REALE BRAND	2,129,005
GIA'S PIZZA	2,198,496

2. TRADEMARK APPLICATIONS

TRADEMARK	APPLICATION NO.
A&J CHEESE CO.	75/596082
LAPIZZA RELA	75/372876

DELIB:2177861.2\022751-04224

RECORDED: 04/16/2001

TRADEMARK
REEL: 002279 FRAME: 0693