

02-22-2002



101991009

attached original documents or copy thereof.

1. Name of conveying party(ies):
Mellon Bank, N.A.

 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Federally chartered banking association

1-31-02

2. Name and address of receiving party(ies)
Name: Citizens Bank of Pennsylvania
Internal Address: Commercial Lending Operations
Three Mellon Center
Street Address: 525 William Penn Way
City: Pittsburgh State: PA Zip: 15219
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 Other Pennsylvania chartered Bank

If assigned is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Assignment of Security Interest

Execution Date: December 1, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

Additional number(s) attached Yes No

B. Trademark Registration No.(s)
See attached schedule
 Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Miriam J. Rovner, Senior Legal Assistant
Internal Address:

Street Address: Goodwin Procter LLP
Exchange Place
City: Boston State: MA Zip: 02109-2881

6. Total number of applications and registrations involved: 21
7. Total fee (37 CFR 3.41) \$ 540.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
07-1700
(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.

Robert M. O'Connell, Jr.
Name of Person signing Signature Date January 31, 2002

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

02/21/2002 6TOM11 00000051 2243254

01 FC:481
02 FC:482
LIBC/1402773.1
CPI #1703/154

40.00 OP
500.00 OP

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

TRADEMARK SCHEDULE

TRADEMARK	REGISTRATION NO.	REGISTRATION DATE
LUNCH MAGIC	2,243,254	May 4, 1999
SUGARDALE EXPRESS	2,232,935	March 16, 1999
ATLANDER	1,901,829	June 27, 1995
BEAUTY	1,854,761	September 20, 1994
BEAUTY BAKED	0716,228	May 30, 1961
BIG AS BUNZ	1,577,959	January 16, 1990
BUNFULL	1,579,249	January 23, 1990
CAMPIONI	1,919,981	January 19, 1995
CARRIAGE	1,835,578	May 10, 1994
CARRIAGE HILL	1,835,729	May 10, 1994
COUNTRY INN	1,822,994	February 22, 1994
COUNTRY INN	1,913,527	August 22, 1995
DART	0814,129	August 30, 1966
DELI SHOPPE	1,888,639	April 11, 1995
EMBERDALE	1,859,829	October 25, 1994
E.Z. PAN	1,296,621	September 18, 1984
FRANKIE	1,874,015	January 17, 1995
FRANKIES OUR KEEER WIENER	0827,242	April 11, 1967
FRANKIES	0814,130	August 30, 1966
FRESH MARK	1,831,477	April 19, 1994
VERNON MANOR	1,858,734	October 18, 1994

ASSIGNMENT OF SECURITY INTEREST IN U.S. TRADEMARK APPLICATIONS AND REGISTRATIONS AND PATENT APPLICATIONS AND PATENTS

This agreement ("Agreement") is entered into and effective as of December 1, 2001 ("Effective Date") by Mellon Bank, N.A. (hereinafter "Mellon"), as agent, in favor of Citizens Bank of Pennsylvania (hereinafter "Citizens"), as agent.

WHEREAS, Mellon has security interests in the U.S. trademark applications, U.S. trademark registrations, U.S. patent application and U.S. patents listed on schedule A (collectively hereinafter "Intellectual Property");

WHEREAS, Mellon desires to assign the security interests in the Intellectual Property (hereinafter "Security Interests") to Citizens;

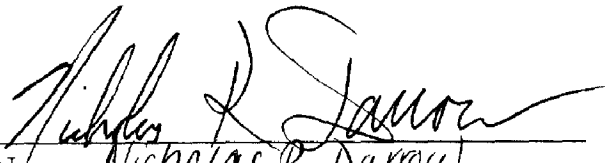
WHEREAS, Citizens desires to acquire the Security Interests; and

WHEREAS, the parties wish to acknowledge this assignment and make it of record in the United States Patent and Trademark Office.

NOW, THEREFORE, in consideration of the foregoing premises and for valuable consideration, the sufficiency and receipt of which are hereby acknowledged, and intending to be legally bound hereby, Mellon hereby assigns, transfers and sets over unto Citizens the whole and entire right, title and interest in and to the Security Interests.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their duly authorized representatives as of the Effective Date.

MELLON BANK, N.A., as Agent

By: 
Name: Nicholas R. Darrow
Title: **Authorized Representative**

Date: November 20, 2001

SCHEDULE A

Trademark

U.S. Serial No.

U.S. Reg. No.

Patent Title

U.S. Serial No.

U.S. Patent No.

January 31, 2002

VIA EXPRESS MAIL

EL897812390US

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231**Re: Recordation of Assignment of Security Interest in U.S. Trademark
Applications and Registrations and Patent Applications and Patents
Mellon Bank, N.A. to Citizens Bank of Pennsylvania**

Dear Commissioner:

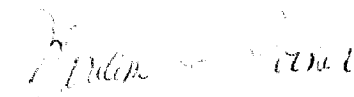
Enclosed please find the following documents for recordation:

1. Trademark recordation form cover sheet;
2. Assignment of Security Interest in U.S. Trademark Applications and Registrations and Patent Applications and Patents;
3. A check in the amount of \$540.00 to cover the recordation fees pursuant to 37 C.F.R. 3.41; and
4. A return postcard for acknowledgment of your receipt of these documents.

The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 07-1700.

If you have any questions regarding these documents, please call me at (617) 570-1292.

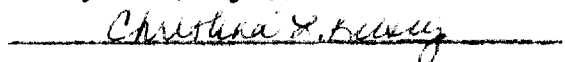
Sincerely,



Miriam J. Rovner
Senior Legal Assistant

MJR:clk
Enclosurescc: Robert W. Shields, Esq. (with enclosures)
Robert M. O'Connell, Jr., Esq. (w/o enclosures)"Express Mail" mailing label no. EL897812390 USDate of Deposit 1/31/02

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Commissioner For Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513





UNITED STATES DEPARTMENT OF
Patent and Trademark Office
ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

41-1122
GOES
with
4/22

JANUARY 06, 2000

PTAS

KLETT LIEBER ROONEY & SCHORLING
CRAIG HERYFORD, ESQ.
ONE OXFORD CENTRE, 40TH FL.
PITTSBURGH, PA 15219

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 04/19/1999

REEL/FRAME: 001887/0022
NUMBER OF PAGES: 8

BRIEF: SECURITY INTEREST

ASSIGNOR:
FRESH MARK, INC.

DOC DATE: 04/08/1999
CITIZENSHIP: OHIO
ENTITY: CORPORATION

ASSIGNEE:
MELLON BANK, N.A.
ONE MELLON BANK CENTER
PITTSBURGH, PENNSYLVANIA 15219

CITIZENSHIP:
ENTITY: NATIONAL BANKING ASSOC.

APPLICATION NUMBER: 75219481
REGISTRATION NUMBER: 2243254

FILING DATE: 12/30/1996
ISSUE DATE: 05/04/1999

MARK: LUNCH MAGIC
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

TRADEMARK
REEL: 002447 FRAME: 0449

APPLICATION NUMBER: 75337133
REGISTRATION NUMBER:

FILING DATE: 08/07/1997
ISSUE DATE:

MARK: LUNCH MASTER
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75219482
REGISTRATION NUMBER:

FILING DATE: 12/30/1996
ISSUE DATE:

MARK: LUNCH WIZARD
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75120773
REGISTRATION NUMBER:

FILING DATE: 06/18/1996
ISSUE DATE:

MARK: SIMPLY LEAN
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75323447
REGISTRATION NUMBER: 2232935

FILING DATE: 07/14/1997
ISSUE DATE: 03/16/1999

MARK: SUGARDALE EXPRESS
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75338409
REGISTRATION NUMBER:

FILING DATE: 08/11/1997
ISSUE DATE:

MARK: WUNDER-FILLS
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74544258
REGISTRATION NUMBER: 1901829

FILING DATE: 06/24/1994
ISSUE DATE: 06/27/1995

MARK: ALTLANDER
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74410159
REGISTRATION NUMBER: 1854761

FILING DATE: 07/08/1993
ISSUE DATE: 09/20/1994

MARK: BEAUTY
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 72090194
REGISTRATION NUMBER: 0716228

FILING DATE: 02/02/1960
ISSUE DATE: 05/30/1961

MARK: BEAUTY BAKED
DRAWING TYPE: STYLIZED WORDS, LETTERS, OR NUMBERS

APPLICATION NUMBER: 72080368
REGISTRATION NUMBER: 0749198

FILING DATE: 08/27/1959
ISSUE DATE: 05/07/1963

MARK: BEEFIES
DRAWING TYPE: STYLIZED WORDS, LETTERS, OR NUMBERS