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01-14-2004

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To the Honorable Commissioner c

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attached original documents or copy thereof.

1-13-04

1. Name of conveying party(ies):
JPMorgan Chase Bank,
f/k/a The Chase Manhattan Bank,
f/k/a The Chemical Bank, successor by merger to
Manufacturers Hanover Trust Company

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Release and Reassignment
- Merger
- Change of Name

Execution Date: December 22, 2003

2. Name and address of receiving party(ies)

CARVEL CORPORATION

Internal Address: _____

Street Address : 175 Capital Blvd, Suite 400

City: Rocky Hill State: CT Zip: 06067

- Individual(s) citizenship _____
- Association _____

- General Partnership _____
- Limited Partnership _____
- Corporation State DE

Other _____

If assignee is not domiciled in the United States, a 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 trademark

A. Trademark Application No.(s)
- NONE -

B. Trademark Registration
- SEE THE ATTACHED -

Additional numbers attached? YES

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

Name: Attn: Penelope J.A. Agodoa
Federal Research Company, LLC
Internal Ad: 1030 15th Street, NW, Suite 920
Washington, DC 20005
202.783.2700

Street Address: _____

City: _____ Stat _____ ZIP _____

01/14/2004 LMUELLER 00000019 0752704

6. Total number of applications and registrations

59

7. Total fee (37 CFR 3.41)..... \$ 1,490.00

- Enclosed
- Authorized to be charged to deposit

8. Deposit account number:

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

01 FC:8521 40.00 OP
02 FC:8522 1450.00 OP

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 of the original document.

Rebecca L. Ramstrom
Name of Person

Rebecca L. Ramstrom
Signature

01/08/04
Date

Total number of pages including cover sheet, attachments, and

7

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

Schedule 1

Name of Mark	Registration No.	Registration Date
36 Flavors 60 Varieties	0752704	7/9/63
3660	0776768	9/8/64
Banana Barge	0747930	4/9/63
Brown Bonnet	0970876	10/16/73
Bunny Robert	1341214	6/11/85
Bunny robin	1321053	2/19/85
Carvel	0787994	4/6/65
Carvel	0762815	1/7/64
Carvel	0817878	11/1/66
Carvel	0737303	9/4/62
Carvel	0779180	10/27/64
Carvel	0745452	2/16/63
Carvel	0723983	11/14/61
Carvel	0716227	5/30/61
Carvel	0839969	12/5/67
Carvel	0716302	6/6/61
Carvel	0729798	4/10/62
Carvel	0738025	9/18/62
Carvel	0751383	6/18/63
Carvel america's Freshest Ice Cream	1349837	7/16/85
Carvel Clair	0746299	3/5/63
Carvel Cola	0753756	7/30/63
Carvel Flying Saucer They're out of this world	0621412	2/14/56
Carvelog	0844700	2/20/68
Cherry Bonnet	0965716	8/7/73
Cherry Bonnet	0834068	8/22/67
Cookie Puss	1306261	11/20/84
Design only	1235544	4/19/83
Design Only	1243995	6/28/83
Design Only	0737304	9/4/62
Design Only	1304427	11/6/84
Design Only	1235078	4/12/83
Design Only	1339811	6/4/85
Design Only	1321595	2/19/85
Design Only	1235077	4/12/83
Design Only	1334929	5/7/85
Design Only	1321593	2/19/85
Design Only	1235546	4/19/83

Trademark Release and Reassignment- Manufacturers Hanover Trust

TRADEMARK
REEL: 002893 FRAME: 0359

Design Only	1321586	2/19/85
Design Only	1235076	4/12/83
Design Only	0745447	2/19/63
Design Only	1321592	2/19/85
Design Only	1323941	3/5/85
Design Only	1235545	4/19/83
Design Only	1235075	4/12/83
Flying Saucer	0949961	1/2/73
Free-B	1230146	3/8/83
Fudgie the Whale	1342998	6/18/85
Hug Me The Bear	1379376	1/21/86
Lo-Yo	0970889	10/16/73
Seumas the Leprechaun	1346557	7/2/85
Sundae Crunch	1232361	3/22/83
Super-Pak	1213375	10/19/82
Thinny-Thin	0972509	11/6/73
Tom the Turkey	1341212	6/11/85
Twice Cream	0866915	3/18/69
Twice on Sundae	0784533	2/2/65; 2/2/85
Twin Heart	1321581	2/19/85
Wickie the Witch	1341213	6/11/85

Trademark Release and Reassignment- Manufacturers Hanover Trust

TRADEMARK
REEL: 002893 FRAME: 0360

TRADEMARK RELEASE AND REASSIGNMENT

THIS TRADEMARK RELEASE AND REASSIGNMENT is made as of December 22, 2003, by **MANUFACTURERS HANOVER TRUST COMPANY** (“**Bank**”).

WITNESSETH:

WHEREAS, Bank and Carvel Corporation, a Delaware corporation (“**Grantor**”), were parties to a security agreement dated January 2, 1991 (the “**Assignment**”), pursuant to which Grantor granted a security interest to Bank in certain trademarks (the “**Trademarks**”), as security for certain obligations owing by Grantor to Bank, including the Trademarks set forth on Schedule 1 hereto; and

WHEREAS, the Assignment was recorded by the Assignment Division of the United States Patent and Trademark Office on January 29, 1991, at Reel 0773, Frame 0009; and

WHEREAS, Grantor has requested that Bank release its security interest in the Trademarks and reassign the same to Grantor.

NOW THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged:

1. Bank hereby releases its security interest in all of Grantor’s right, title and interest in and to all of the following:

(i) each Trademark listed on Schedule 1 annexed hereto, together with any applications, registrations or renewals thereof, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark;

(ii) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (a) infringement or dilution of any Trademark or (b) injury to the goodwill associated with any Trademark.

2. Bank hereby reassigns, grants and conveys to Grantor, without any representation, recourse or undertaking by Bank, all of Bank’s right, title and interest in and to the Trademarks, and the goodwill of Grantor’s business connected with the use of and symbolized by the Trademarks.

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[Signature Page Follows]*

IN WITNESS WHEREOF, Bank has caused this Trademark Release and Reassignment to be executed as of the day and year first above written.

JPMORGAN CHASE BANK,
f/k/a The Chase Manhattan Bank, f/k/a The
Chemical Bank, successor by merger to
Manufacturers Hanover Trust Company

By: 

Name: _____

William J. Caggiano

Its: _____

Managing Director

Trademark Release and Reassignment- Manufacturers Hanover Trust

RECORDED: 01/13/2004

TRADEMARK
REEL: 002893 FRAME: 0362