

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Capitol Wholesale Meats, Inc.		07/10/2009	CORPORATION: ILLINOIS

RECEIVING PARTY DATA

Name:	Bank of America, N.A.
Street Address:	231 S. LaSalle St.
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60697
Entity Type:	National banking association: UNITED STATES

PROPERTY NUMBERS Total: 26

Property Type	Number	Word Mark
Serial Number:	77595900	OLD ITALIAN NEIGHBORHOOD
Serial Number:	77595886	IT'S ALL ABOUT THE MEATBALLS
Serial Number:	77595877	IT'S ALL ABOUT THE SAUSAGE
Serial Number:	77595865	IMITATION IS THE SINCEREST FORM OF FLATTERY
Serial Number:	77595858	DIAMANTI
Serial Number:	77595842	CHICAGO 6-PACK
Serial Number:	77415085	MEATBALL-A-HOLIC
Serial Number:	77116531	MINA DE ORO
Serial Number:	77116500	GENE'S CHOICE
Serial Number:	76671903	STEAK YOUR CLAIM
Serial Number:	76671904	PRODOTTO CINQUECENTO
Serial Number:	76671902	CASINA ROSSA
Serial Number:	76665221	LIKE A HOMA MADE
Serial Number:	76665219	DUNKANINI

CH \$665.00 77595900

Serial Number:	76649622	GARLUCKY
Registration Number:	1440340	FONTANINI
Registration Number:	3460572	FONTANINI
Registration Number:	3407727	THE TASTE YOUR CUSTOMERS WILL REMEMBER
Registration Number:	3296202	MAMMA-RANNE'S
Registration Number:	3361211	WITH FONTANINI, EVERYBODY LOVES ITALIAN!
Registration Number:	3259807	UNA BELLA DIFFERENZA
Registration Number:	3396595	HAND PULLED STYLE
Registration Number:	3092135	FONTANINI FARMS
Registration Number:	3398906	FEEDING AMERICA AND THE WORLD
Registration Number:	3238618	PAPA RANNE
Registration Number:	2515119	MODA NOSTRA

CORRESPONDENCE DATA

Fax Number: (214)981-3400
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 214-981-3483
Email: dclark@sidley.com
Correspondent Name: Dusan Clark, Esq.
Address Line 1: Sidley Austin LLP
Address Line 2: 717 N. Harwood St., Suite 3400
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	27729-34360
NAME OF SUBMITTER:	Dusan Clark
Signature:	/Dusan Clark/
Date:	07/15/2009

Total Attachments: 9
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TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT, dated as of July 10, 2009 is entered into between CAPITOL WHOLESALE MEATS, INC., an Illinois corporation ("Grantor"), and BANK OF AMERICA, N.A., a national banking association ("Lender").

WITNESSETH:

WHEREAS, pursuant to that certain Amended and Restated Credit Agreement dated as of July 10, 2009 by and among Grantor, CWM McCook, L.L.C. ("McCook") and Lender (as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement"), Lender has agreed to make Loans and certain other financial accommodations to the Grantor; and

WHEREAS, in order to induce (i) Lender to enter into the Credit Agreement and the other Loan Documents, and (ii) Lender to make such Loans and other financial accommodations, Grantor has agreed to grant to the Lender, for itself and for the benefit of the other Secured Parties, a continuing Lien on the Trademark Collateral (as hereinafter defined) to secure the Obligations;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Amended and Restated Security Agreement dated as of July 10, 2009 among the Grantor, McCook, Primavera Family Limited Partnership, Primavera Management, LLC, CWM Portage, L.L.C. and the Lender (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement").

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. To secure the prompt and complete payment, performance and observance of all of the Obligations, the Grantor hereby grants, assigns, conveys, mortgages, pledges, hypothecates and transfers to Lender for its benefit and the benefit of the other Secured Parties, a continuing first priority Lien in all of Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral"):

(a) all of its Trademarks and Trademark Licenses to which it is a party including those referred to on Schedule I hereto;

(b) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and

(c) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any

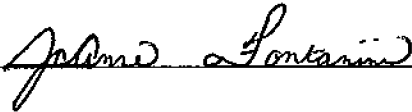
Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

3. SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to the Lender, on behalf of itself and the other Secured Parties, pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Lender with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[signature page follows]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

CAPITOL WHOLESALE MEATS, INC.,
as Grantor

By: 

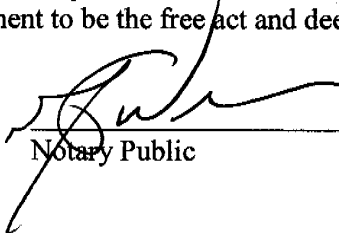
Name: JoAnne Fontanini
Title: President

ACKNOWLEDGMENT OF GRANTOR

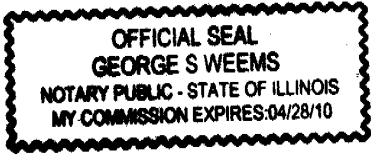
STATE OF ILLINOIS)
)
COUNTY OF booke)

ss.


On this 10th day of July, 2009 before me personally appeared JOANNE
Toukavini, proved to me on the basis of satisfactory evidence to be the person who
executed the foregoing instrument on behalf of Capitol Wholesale Meats, Inc., who being by me
duly sworn did depose and say that he/she is an authorized officer of said corporation, that the
said instrument was signed on behalf of said corporation as authorized by its Board of Directors
and that he/she acknowledged said instrument to be the free act and deed of said corporation.



Notary Public




BANK OF AMERICA, N.A.,
as Lender

By: 
Name: Michael J. Hammond
Title: Senior Vice-President

SCHEDULE I
TO
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS

NO.	MARK	CLASSES	SERIAL NO.	DATE FILED	REG. NO.	DATE REG.	ORIGINAL APPLICANT/ CURRENT OWNER	STATUS
1.	OLD ITALIAN NEIGHBORHOOD <i>Block Letters</i> OLD ITALIAN NEIGHBORHOOD	29	77595900	10/20/2008			CAPITOL WHOLESALE MEATS, INC.	PENDING
2.	IT'S ALL ABOUT THE MEATBALLS <i>Block Letters</i> IT'S ALL ABOUT THE MEATBALLS	29	77595886	10/20/2008			CAPITOL WHOLESALE MEATS, INC.	PENDING
3.	IT'S ALL ABOUT THE SAUSAGE <i>Block Letters</i> IT'S ALL ABOUT THE SAUSAGE	29	77595877	10/20/2008			CAPITOL WHOLESALE MEATS, INC.	PENDING
4.	IMITATION IS THE SINCEREST FORM OF FLATTERY <i>Block Letters</i> IMITATION IS THE SINCEREST FORM OF FLATTERY	29	77595865	10/20/2008			CAPITOL WHOLESALE MEATS, INC.	PENDING
5.	DIAMANTI <i>Block Letters</i>	29	77595858	10/20/2008			CAPITOL WHOLESALE MEATS, INC.	PENDING

NO.	MARK	CLASSES	SERIAL NO.	DATE FILED	REG. NO.	DATE REG.	ORIGINAL APPLICANT/ CURRENT OWNER	STATUS
	DIAMANTI							
6.	CHICAGO 6-PACK <i>Block Letters</i>	29	77595842	10/20/2008			CAPITOL WHOLESALE MEATS, INC.	PENDING
	CHICAGO 6-PACK							
7.	MEATBALL-A-HOLIC <i>Block Letters</i>	29	77415085	3/6/2008			CAPITOL WHOLESALE MEATS, INC.	PENDING
	MEATBALL-A-HOLIC							
8.	MINA DE ORO <GOLD MINE> <i>Block Letters</i>	29	77116531	2/26/2007			CAPITOL WHOLESALE MEATS, INC.	PENDING
	MINA DE ORO							
9.	GENE'S CHOICE <i>Block Letters</i>	29 30	77116500	2/26/2007			CAPITOL WHOLESALE MEATS, INC.	PENDING
	GENE'S CHOICE							
10.	STEAK YOUR CLAIM <i>Block Letters</i>	29	76671903	1/26/2007			CAPITOL WHOLESALE MEATS, INC.	PENDING
	STEAK YOUR CLAIM							
11.	PRODOTTO CINQUECENTO <PRODUCT 500> <i>Block Letters</i>	29	76671904	1/25/2007			CAPITOL WHOLESALE MEATS, INC.	PENDING
	PRODOTTO CINQUECENTO							

NO.	MARK	CLASSES	SERIAL NO.	DATE FILED	REG. NO.	DATE REG.	ORIGINAL APPLICANT/ CURRENT OWNER	STATUS
12.	CASINA ROSSA <LITTLE RED HOUSE> <i>Block Letters</i>	29	76671902	1/25/2007			CAPITOL WHOLESAL MEATS, INC.	PENDING
	CASINA ROSSA							
13.	LIKE A HOMA MADE <i>Block Letters</i>	29	76665221	8/25/2006			CAPITOL WHOLESAL MEATS, INC.	PENDING
	LIKE A HOMA MADE							
14.	DUNKANINI <i>Block Letters</i>	29 30	76665219	8/25/2006			CAPITOL WHOLESAL MEATS, INC.	PENDING
	DUNKANINI							
15.	GARLUCKY <i>and Design</i>	29	76649622	10/31/2005			CAPITOL WHOLESAL MEATS, INC.	PENDING
	 GARLUCKY							
16.	FONTANINI	29	73622352	9/29/1986	1440340	5/19/1987	CAPITOL WHOLESAL MEATS	RENEWED
17.	FONTANINI <i>Block Letters</i>	29	77185095	5/18/2007	3460572	7/8/2008	CAPITOL WHOLESAL MEATS, INC.	REGISTERED
	FONTANINI							
18.	THE TASTE YOUR CUSTOMERS WILL REMEMBER <i>Block Letters</i>	29	76671901	1/25/2007	3407727	4/8/2008	CAPITOL WHOLESAL MEATS, INC.	REGISTERED
	THE TASTE YOUR CUSTOMERS WILL REMEM							
19.	MAMMA-RANNE'S <i>Block Letters</i>	29	76671900	1/25/2007	3296202	9/25/2007	CAPITOL WHOLESAL MEATS, INC.	REGISTERED
	MAMMA-RANNE'S							
20.	WITH FONTANINI,	29	76665427	8/30/2006	3361211	1/1/2008	CAPITOL WHOLESAL	REGISTERED

TRADEMARK

REEL: 004024 FRAME: 0654

NO.	MARK	CLASSES	SERIAL NO.	DATE FILED	REG. NO.	DATE REG.	ORIGINAL APPLICANT/ CURRENT OWNER	STATUS
	EVERYBODY LOVES ITALIAN! <i>Block Letters</i> <small>WITH FONTANINI EVERYBODY LOVES ITALIAN</small>						MEATS, INC.	
21.	UNA BELLA DIFFERENZA <A BEAUTIFUL DIFFERENCE> <i>Block Letters</i> UNA BELLA DIFFEREN	29	76665426	8/30/2006	3259807	7/10/2007	CAPITOL WHOLESALE MEATS, INC.	REGISTERED
22.	HAND PULLED STYLE <i>Block Letters</i> HAND PULLED STY	29	76657503	3/29/2006	3396595	3/11/2008	CAPITOL WHOLESALE MEATS, INC.	REGISTERED
23.	FONTANINI FARMS <i>Block Letters</i> FONTANINI FARMS	29	76651199	11/28/2005	3092135	5/16/2006	CAPITOL WHOLESALE MEATS, INC.	REGISTERED
24.	FEEDING AMERICA AND THE WORLD <i>Block Letters</i> <small>FEEDING AMERICA AND THE WO</small>	29	76646358	9/7/2005	3398906	3/18/2008	CAPITOL WHOLESALE MEATS, INC.	REGISTERED
25.	PAPA RANNE <i>Block Letters</i> PAPA RANNE	29	76637929	5/5/2005	3238618	5/8/2007	CAPITOL WHOLESALE MEATS, INC.	REGISTERED
26.	MODA NOSTRA <OUR WAY>	29	76210790	2/15/2001	2515119	12/4/2001	CAPITOL WHOLESALE MEATS, INC.	REGISTERED

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