

11-10-98

11-16-1998

Patents To the
 Trademarks Please



rademarks:
opy thereof.

11/10/98

100878368

1. Name of Party(ies) conveying an interest.

Address of Party(ies) receiving an interest:

Bill Bailey's Foodscorp, Inc.
2731 South Soto Street
Los Angeles, California 90023

Name: FINOVA Capital Corporation
Internal Address: Attention: Loan Administration Manager
Street Address: 355 South Grand Avenue, Suite 2400
City: Los Angeles
State: California Zip: 90071

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

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

If not domiciled in the United States, a domestic representative designation is attached:

Yes
 No

3. Interest Conveyed:

Assignment Association
 Security Agreement Limited Partnership
 Other _____

Execution Date: As of November 2, 1998

4. Application number(s), patent numbers, or registration number(s). Additional sheet attached:

Yes
 No

1927743; 2011354

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

6. Number of applications, patents, or registrations involved:

2

Name: _____
Internal Address: _____
Street Address: _____
City: _____
State: _____ Zip: _____

RETURN TO:
Federal Research Corporation
400 Seventh St, N.W., Suite 121
Washington, DC 20004

7. Amount of fee enclosed or authorized to be charged:

\$65.00 Filing Fee

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

11/12/1998 TTUN11 00000156 1927743

01 FC:481 40.00 OP
02 FC:482 25.00 OP

DO NOT USE THIS SPACE

9. Date of execution of attached document As of November 2, 1998

10. 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 documents.

November 6, 1998

Date

Signature

Wesley E. Odom

Name of Person Signing

RECEIVED
NOV 17 1998
ASSISTANT TO THE
COMMISSIONER OF
PATENTS AND TRADEMARKS

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of November 2, 1998, is executed by Bill Bailey's Foodscorp, Inc. ("Grantor"), in favor of FINOVA Capital Corporation ("Lender").

A. Pursuant to a Continuing Guaranty of even date, (the "Guaranty"), of Grantor in favor of Lender, Grantor has guaranteed the obligations of Square-H Brands, Inc. to Lender;

B. Grantor has adopted, used and is using certain trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks");

C. Grantor has entered into a Trademark Security Agreement dated the date hereof (the "Security Agreement") in favor of Lender; and

D. Pursuant to the Security Agreement, Grantor has granted to Lender a security interest in all right, title and interest of Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the prompt payment, performance and observance of the Obligations, as defined in the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby further grant to Lender a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

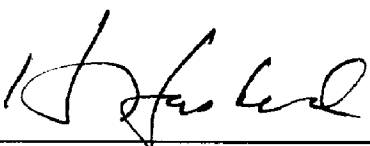
Grantor does hereby further acknowledge and affirm that the rights and remedies of Lender with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Lender's address is: FINOVA Capital Corporation
201 N. Figueroa Street, Suite 900
Los Angeles, California 90012
Attention: Manager
Telephone: (213) 580-5600
Telecopy: (213) 580-5678

IN WITNESS WHEREOF, Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

"GRANTOR"

BILL BAILEY'S FOODSCORP, INC.

By: 
Name: HENRY HASKE
Title: PRESIDENT

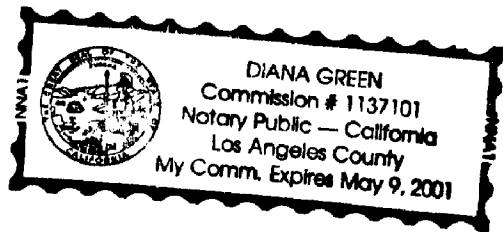
II-2

STATE OF CALIFORNIA)
) ss.:
COUNTY OF LOS ANGELES)

On October 30, 1998 before me, Diana Green, personally appeared
HENRY HASKELL, personally known to me (or proved to me on the basis of
satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the same in his/hers/their
authorized capacity(ies), and that by his/her/their signature(s) on such instrument the person(s) or
the entity on behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Diana Green (Seal)



Attach to Grant of Security Interest

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<u>Mark</u>	<u>Registration Date</u>	<u>Registration No.</u>
Bill Bailey's	October 17, 1995	1927743
Baileys	October 29, 1996	2011354

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

NONE

1-B-1

DOCSLA1:279386.1
7797-90 MPP

RECORDED: 11/10/1998

**TRADEMARK
REEL: 1812 FRAME: 0435**