

05-03-1999

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To the Honorable Commissioner of Pat.

101025589

documents or copy thereof.

1. Name of conveying party(ies):

BORDER FOODS, INC.
J Street
Deming Industrial Park
Deming, New Mexico 88030

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State: Texas
☐ Other

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

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other

Execution Date: February 26, 1999

2. Name and address of receiving party(ies):

Name: LASALLE BUSINESS CREDIT, INC., AS AGENT

Internal Address:

Street Address: 135 South LaSalle Street

City: Chicago State: Illinois ZIP: 60603

- ☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☒ Corporation-State Delaware
☐ Other

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 registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

SEE ATTACHED SCHEDULE A

Additional numbers attached? ☒ Yes ☐ No

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

Name: Federal Research Corp

Internal Address:

Street Address: 400 Seventh St NW

Suite 101
Washington, DC ZIP: 20004

04/29/1999 JSHWBAZZ 00000065 1266449

01 FC:481
02 FC:48240.00 DP
75.00 DP

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

Richard ROEL

Name of Person Signing

Richard Roel

Signature

4/13/99

Date

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

4

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

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Border Foods, Inc., a corporation formed under the laws of Texas, located at J Street, Deming Industrial Park, Deming, New Mexico 88030 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to Agent and Lenders (terms hereinafter defined) pursuant to (i) a certain Second Amended and Restated Loan and Security dated as of July 31, 1998, among Borrower and LaSalle Business Credit, Inc. ("LaSalle"), FINOVA Capital Corporation ("FINOVA"), the various other financial institutions which hereafter become a party thereto (LaSalle, FINOVA and such other financial institutions, collectively, the "Lenders") and LaSalle, as agent for Lenders (LaSalle in such capacity, "Agent") and (ii) a certain Trademark Collateral Security Agreement, dated as of July 31, 1998, made by Borrower in favor of Agent for the ratable benefit of Agent and Lenders (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent and Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent and grant to Agent for the ratable benefit of Agent and Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.


Borrower expressly acknowledges and affirms that the rights and remedies of Agent with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
February 26, 1999

Witness:

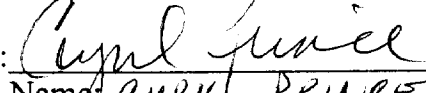


BORDER FOODS, INC.

By: 
Name: J. LARRY ADCKOCK
Its: SENIOR VP / FINANCE

LASALLE BUSINESS CREDIT, INC.,
as Agent

Witness:

By: 
Name: CYRIL PRINCE
Its: VICE PRESIDENT

New Mexico
STATE OF NEW YORK)
New Mexico : ss.:
COUNTY OF NEW YORK)

On this 25th day of February, 1999, before me personally came J. Larry Adcock to me known, who, being by me duly sworn, did depose and say that he is the Sen. VP. Fin. of Border Foods, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

Lisa Bahringer
Notary Public
2-27-00

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 12th day of MARCH, 1999, before me personally came Cyril A. Phipps to me known, who, being by me duly sworn, did depose and say that he is the Vice President of LaSalle Business Credit, Inc., the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said corporation.

James D. Lewis
Notary Public
James D. Lewis
Notary Public, State of New York
No. 00000000000000000000
Commission Expires Dec. 19, 2000

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated February 26, 1999 by and between Border Foods, Inc. and LaSalle Business Credit, Inc., as Agent.

<u>Reg. No. or Application No.</u>	<u>Reg. or Mark</u>	<u>Country</u>	<u>Filing Date</u>
1,266,449	Rancho El Molino	USA	2/1/84
1,232,907	Rancho El Molino	USA	3/29/83
1,232,906	El Molinio	USA	3/29/83
1,115,050	Little Pancho & Design	USA	3/13/79