

RECORDATION FORM COVER SHEET

05-26-1999

To the Honorable Commissioner of Patents  
thereof:



attached original documents or copy

*MRD*  
*5-21-99*

101046841

|   |   |
|---|---|
| <p>1. Name of conveying party(ies):</p> <p>Westbrae Natural Foods, Inc.<br/>50 Charles Lindberg Boulevard<br/>Uniondale, New York 11553</p> <p><input type="checkbox"/> Individual(s)<br/> <input type="checkbox"/> General Partnership<br/> <input checked="" type="checkbox"/> Corporation – State<br/> <input type="checkbox"/> Association<br/> <input type="checkbox"/> Limited Partnership<br/> <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | <p>2. Name and address of receiving party(ies):</p> <p>IBJ Whitehall Bank &amp; Trust Company, as Agent<br/>One State Street<br/>New York, New York 10004</p> |
| <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment<br/> <input type="checkbox"/> Merger<br/> <input checked="" type="checkbox"/> Security Agreement<br/> <input type="checkbox"/> Change of Name<br/> <input type="checkbox"/> Other: _____</p> <p>Execution Date:</p> <p>_____ May 18, 1999 _____</p>  | <p style="text-align: center;">RECEIVED<br/>1999 MAY 21 AM 10:23<br/>ASSIGNMENT SERVICES<br/>DIVISION</p>   |

05/25/1999 MTHA11 00000149 1318397

01 FC:481 40.00 OP  
02 FC:482 250.00 OP

**Certificate of Mailing - 37 CFR 1.8(a)**

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Patents, Washington, D.C. 20231, on the date below.

Date

Alice Shih

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)  
see attached schedule

B. Registration No.(s)  
see attached schedule

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

Alice L. Shih, Esq.  
Nixon, Hargrave, Devans & Doyle LLP  
437 Madison Avenue  
New York, New York 10022

6. Total number of applications and registrations  
Involved: 11

7. Total fee (37 CFR 3.41)            \$290.00

Previously paid (see original transmittal)

A check in the amount of \$290.00 is  
enclosed.

8. Deposit Account Number: 14-1138

Charge total fee to account.

Charge any additional fees to account.

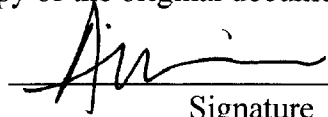
A duplicate copy of this cover sheet  
is enclosed.

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.

By: Alice L. Shih, Esq.  
Name of Person Signing

  
Signature

May 18, 1999  
Date

[Total number of pages including cover sheet, attachments and document: 5 ]

TRADEMARKSLIST OF TRADEMARK APPLICATIONS AND REGISTRATIONS  
WESTBRAE NATURAL FOODS, INC.**A. U.S. APPLICATIONS**

| <u>MARK</u> | <u>SERIAL NO.</u> | <u>FILING DATE</u> |
|-------------|-------------------|--------------------|
| PYRAMID     | 75/208,601        | 12/05/96           |

**B. U.S. REGISTRATIONS**

| <u>MARK</u>          | <u>REG. NO.</u> | <u>REG. DATE</u> |
|----------------------|-----------------|------------------|
| AH SOY               | 1,318,397       | 02/05/85         |
| DINOSNAPS            | 1,537,551       | 05/02/89         |
| SOBA SHOP NOODLES    | 1,328,815       | 04/02/85         |
| RIGHT FROM THE FIELD | 2,142,101       | 03/10/98         |
| SOUPS OF THE WORLD   | 2,194,869       | 10/13/98         |
| SUNBURST (STYLIZED)  | 157,639         | 08/15/22         |
| SWEET INTERLUDES     | 2,104,266       | 10/07/97         |
| VIGORAID             | 2,206,247       | 11/24/98         |
| WESTBRAE & Design    | 1,127,590       | 12/11/79         |
| WESTSOY              | 1,851,594       | 08/30/94         |

**C. FOREIGN REGISTRATIONS**

| <u>MARK</u>                          | <u>REG. NO.</u> | <u>REG. DATE</u> | <u>COUNTRY</u> |
|--------------------------------------|-----------------|------------------|----------------|
| MISCELLANEOUS<br>DESIGN (Soda Glass) | 330,753         | 08/07/87         | Canada         |
| WESTBRAE                             | A386,812        | 01/28/83         | Australia      |
| WESTBRAE                             | A386,813        | 01/28/83         | Australia      |
| WESTBRAE                             | 333,314         | 10/23/87         | Canada         |
| WESTBRAE                             | 163,229         | 01/17/86         | New Zealand    |
| WESTSOY                              | TMA444,076      | 06/16/95         | Canada         |

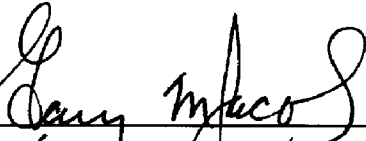
# MEMORANDUM OF SECURITY AGREEMENT - TRADEMARKS

Pursuant to a Security Agreement, dated as of May 18, 1999 (the "Security Agreement"), made by the undersigned, located at 50 Charles Lindbergh Blvd., Uniondale, New York 11553, the undersigned has granted to IBJ Whitehall Bank & Trust Company, located at One State Street, New York, New York, 10004, as agent (the "Agent") a continuing security interest in, and a continuing lien upon, among other Collateral (as defined in the Security Agreement), (a) all trademarks, trade names, corporate names, company names, business names, fictitious business names, trade styles, service marks, logos and other source or business identifiers, and the goodwill associated therewith, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all applications in connection therewith, whether in the United States Patent and Trademark Office or in any similar office or agency or the United States, any State thereof or any other country or any political subdivision thereof, or otherwise, including, without limitation, all trademarks listed in the Schedule annexed hereto (the "Trademarks") and (b) all renewals and proceeds (including accounts receivable and royalties) thereof.

The Agent's security interest in the Trademarks can only be terminated in accordance with the terms of the Security Agreement.

Dated: May 18, 1999

WESTBRAE NATURAL FOODS, INC.

By:   
Name: Gary M. Jacobs  
Title: Secretary