

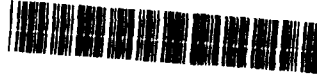
# RECORDATION FORM COVER SHEET TRADEMARKS

*COMBATIVE*

10-12-1999

U.S. Patent & Trademark Office  
Commissioner for Trademarks  
2900 Crystal Drive  
Box Assignments  
Arlington, VA 22202-3513

03-15-2000



101270986

MRD  
10/12/99

Please record the attached original documents or copies thereof.

Name of conveying party(ies):

American Specialty Foods, Inc., an Oregon corporation

Name and address of receiving party(ies):

Harris Trust and Savings Bank  
111 West Monroe Street  
Chicago, IL 60690

Description of the interest conveyed or the transaction to be recorded and its execution date:

The document previously recorded at Reel/Frame 1079/064, executed November 22, 1993, contained an error affecting document Registration No. 1,757,043 (Serial No. 74-222.243); the document is rerecorded to correct the error on stated reel.

Application or registration numbers of trademarks affected:

A. Trademark  
Application No(s).

B. Trademark  
Registration No(s).  
1470811

Name and address of the party to whom correspondence concerning the request to record the document should be mailed:

Daniel A. Blaufus, Esq.  
Tonkon Torp LLP  
1600 Pioneer Tower  
888 SW Fifth Avenue  
Portland, OR 97204-2099

Total number of applications/registrations and total fee: 1 trademark - \$40

To the best of my knowledge and belief, the foregoing information is true and correct and the attached copy is a true copy of the original document.

*Daniel A. Blaufus*  
Daniel A. Blaufus  
Date: October 12, 1999

10/19/1999 MTHA11 00000263 1/57043

01 FC:481

40.00 OP

Total number of pages including cover sheet, attachments and document. 10

10-12-1999

U.S. Patent & TMO/TM Mail Root Dc. #40

MAIL ROOM  
DEC 13 1993  
U.S. PATENT & TRADEMARK OFF.

# RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

160-481  
330-482

*D. Pfeiffer*

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
AMERICAN SPECIALTY FOODS, INC.  
1301 39th Street North  
Fargo, North Dakota 58108

2. Name and address of receiving party(ies):  
Name: HARRIS TRUST AND SAVINGS BANK

Internal Address:  
Street Address: 111 West Monroe Street

City: Chicago State: IL ZIP: 60690

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

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

3. Nature of conveyance: AS  
 Assignment  
 Security Agreement  
 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

Execution Date: November 22, 1993

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

A. Trademark Application No.(s)  
268,948  
~~222,243~~  
409,748  
74/435932

B. Trademark registration No.(s)  
1,470,811 265,965 1,688,003 1,185,399  
1,668,640 1,414,371 1,796,014 1,378,074  
1,448,735 1,382,294 1,722,775 1,074,561  
1,020,725 1,291,362 998,664

Additional numbers attached?  Yes  No

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

Name: CAROLYN GILLIES

Internal Address: c/o CHAPMAN AND CUTLER

Street Address: 111 West Monroe Street

City: Chicago State: IL ZIP: 60603

6. Total number of applications and registrations involved: 19

7. Total fee (37 CFR 3.41): \$ 490

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

060 TL 12/29/93 1470811 0 481 160.00 CK  
060 TL 12/29/93 1470811 0 482 305.00 CK

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.

060 TL 12/29/93 1470811 0 482 330.00-CK 89147477  
Name of Person Signing: *[Signature]* Signature: *[Signature]* Date: 12/8/93

Total number of pages including cover sheet, attachments and document: 9 Total number of pages comprising cover sheet: 9

OMB No. 0851-0011 (exp. 4/94) Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20530

TRADEMARK  
REEL: 002003 FRAME: 0592

TRADEMARK COLLATERAL AGREEMENT

This 22nd day of November, 1993, AMERICAN SPECIALTY FOODS, INC., an Oregon corporation ("Grantor"), with its principal place of business and mailing address at 1301 39th Street North, Fargo North Dakota 58108, in consideration of Ten Dollars (\$10) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, grants to Harris Trust and Savings Bank, an Illinois banking corporation with its mailing address at 111 West Monroe Street, Chicago, Illinois 60690, as agent (the "Agent") for itself, Continental Bank N.A., First Interstate Bank of Oregon, N.A. and United States National Bank of Oregon (collectively the "Lenders" and individually a "Lender"), and its successors and assigns (as such Agent, "Grantee"), a continuing security interest in, the following property:

- (i) Each trademark, trademark registration and trademark application listed on Schedule A-1 hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application; and
- (ii) Each trademark license listed on Schedule A-2 hereto and all royalties and other sums due or to become due under, or in respect of each such trademark license, together with the right to sue for and collect all such royalties and other sums; and
- (iii) All proceeds of the foregoing, including without limitation any claim by Grantor against third parties for damages by reason of past, present or future infringement of any trademark or trademark registration listed on Schedule A-1 hereto or of any trademark licensed under a trademark license listed on Schedule A-2 or by reason of injury to the goodwill associated with any such trademark, trademark registration or trademark license, in each case together with the right to sue for and collect said damages;

TRADEMARK

REEL 1079 FRAME 65

to secure performance of all Obligations set out in that certain Security Agreement Re: General Intangibles and Equipment bearing even date herewith from Grantor to Grantee (the "Agreement").

Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the security interest in the trademarks, trademark registrations, trademark applications and trademark licenses made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

All terms defined in the Agreement, whether by reference or otherwise, when used herein, shall have their respective meanings set forth therein, unless the context requires otherwise.

IN WITNESS WHEREOF, Grantor has caused this Agreement to be duly executed as of the date and year last above written.

AMERICAN SPECIALTY FOODS, INC.

By Jeffrey H. Grimm  
Its Treasurer

Jeffrey H. Grimm  
(Type or Print Name)

ATTEST:

Ronald L. Greenman  
Ronald L. Greenman  
Secretary

HARRIS TRUST AND SAVINGS BANK,  
as Agent

By Paul J. McDonnell  
Its Vice President

Paul J. McDonnell  
(Type or Print Name)

TRADEMARK

REEL 1079 FRAME 066

STATE OF OREGON )  
 ) ss.  
County of Multnomah )

I, Pamela Decker, a Notary Public in and for said County, in the State aforesaid, do hereby certify that Jeffrey H. Grimm, Treasurer of American Specialty Foods, Inc., an Oregon corporation, and Ronald L. Greenman, Secretary of said corporation, who are personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such Treasurer and Secretary, respectively, appeared before me this day in person and acknowledged that they signed and delivered the said instrument as their own free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth; and the said Ronald L. Greenman, Secretary then and there acknowledged that there is no corporate seal.

Given under my hand and notarial seal, this 22 day of November, 1993.

*Pamela Decker*  
Pamela Decker  
Notary Public for Oregon

My Commission Expires: 10/10/94



TRACEMARK

REEL 1079 FRAME 067

STATE OF ILLINOIS            )  
   ) SS  
 COUNTY OF COOK                )

I, Lisa Brenza, a Notary Public in and for said County, in the State aforesaid, do hereby certify that Patrick J. McDonnell, Vice President of Harris Trust and Savings Bank, an Illinois banking corporation, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Vice President, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand and notarial seal, this 2nd day of December, 1993.

(NOTARIAL SEAL)

*Lisa Brenza*  
 Notary Public

My Commission Expires:

Lisa Brenza  
 (Type or Print Name)



TRADEMARK

REEL 1079 FRAME 068

**SCHEDULE A-1  
TO TRADEMARK COLLATERAL AGREEMENT**

**REGISTERED TRADEMARKS  
AND TRADEMARK APPLICATIONS**

**FEDERAL TRADEMARK REGISTRATIONS**

<u>Mark</u>	<u>Registration No.</u>	<u>Date Of Registration</u>
Dairyville	1,470,811	12-29-87
Tapestry	1,668,640	12-17-91
Great Impressions	1,448,735	7-21-87
Charlotte Charles and design	1,020,723	9-16-75
Charlotte Charles	265,965	1-7-30
Eastern Harvest	1,414,371	10-21-86
Gifts People Give	1,382,294	2-11-86
Charlotte Charles	1,291,362	8-21-84
Honey Kissed	1,688,003	5-19-92
Honey Kissed	1,796,014	9-28-93
With Specialty Foods, We're Gifted	1,722,775	10-6-92
Golden Harvest and Design	998,664	11-19-74
Pioneer Brand and Design	1,185,397	1-12-82
Golden Harvest	1,374,074	12-3-85
Proteinola	1,071,561	8-6-77

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PENDING FEDERAL TRADEMARK APPLICATIONS

Mark	Serial No.	Date of Application
Apple Art	268,948	4-24-92
From Hometown, U.S.A.	222,243 <sup>74/277,593</sup>	5-19-92
My Favorite Bakery	74/435932	9-15-93
Dakota Frontier	N/A	7-1-93
Smart Temptations	409,748	7-1-93

COMMON LAW MARKS AND TRADE NAMES

Common Law Marks

Roger Hong Foods  
Harvest Lane

Tradenames

Charlotte Charles, Inc.  
American Specialty Brands  
American Specialty Foods  
American Specialty Gifts  
Golden Harvest Foods, Inc.  
North Country Naturals, Inc.  
Roger Hong Foods  
Harvest Lane Foods, Inc.  
Golden Harvest  
Aristocrat Foods

REEL 1079 FRAME 070  
TRADEMARK



**REGISTERED STATE TRADEMARKS  
AND TRADEMARK APPLICATIONS**

<u>Mark</u>	<u>Registration No.</u>	<u>Date of Registration</u>
Deli Gram — Illinois	45,815	6-13-77
Aristocrat — Illinois	44,805	5-28-76

**REGISTERED FOREIGN TRADEMARKS  
AND TRADEMARK APPLICATIONS**

<u>Mark</u>	<u>Registration No.</u>	<u>Date of Registration</u>
Charlotte Charles — Canada	UCA26505	11-4-46
Great Impressions — Japan	2,147,361	6-23-89
Great Impressions — Canada	363,869	11-17-89

TRADEMARK

REEL 1079 FRAME 071

**SCHEDULE A-2  
TO TRADEMARK COLLATERAL AGREEMENT  
TRADEMARK LICENSES**

License Agreement dated November 1, 1993 between Portland Food Products Company, American Specialty Foods, Inc. and European Imports Ltd. in which Portland Food Products Company and American Specialty Foods, Inc. granted a license to European Imports until December 31, 1997 to use the brands and items described below:

Aristocrat White Asparagus  
Aristocrat Pickled Baby Corn  
Aristocrat Whole Baby Corn  
Aristocrat Sweet Hot Mustard  
Berto Red Cabbage  
Berto Caraway Kraut  
Berto Beet Balls  
Charlotte Charles Olives (all varieties)  
Charlotte Charles Water Chestnuts  
Charlotte Charles Cocktail Onions  
Charlotte Charles Bamboo Shoots  
Charlotte Charles Flat Anchovies  
Charlotte Charles Sliced Water Chestnuts  
Charlotte Charles Rolled Anchovies  
Charlotte Charles Rosebud Beets  
Charlotte Charles Capers  
Eastern Harvest Smoked Oysters  
Eastern Harvest White Crabmeat  
Eastern Harvest Smoked Mussels  
Eastern Harvest Smoked Clams  
Eastern Harvest Mackerel Fillet

TRADEMARK

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