

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

04-27-2001



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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy, or copies.

1. Name of conveying party(ies): Signature Fruit Company, LLC **4.13.01**

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

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

2. Name and address of receiving party(ies)

Name: Harris Trust and Savings Bank, as Agent
Internal Address: _____
Street Address: 111 West Monroe St.
City: Chicago State: IL ZIP: 60603

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: March 31, 2001

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

A. Trademark Application No.(s)
See Schedule A-1
04/26/2001 LMUELLER 00000117 25125
01 FC:481 40.00
02 FC:482 1525.00

B. Trademark Registration No.(s)
See Schedule A-1
25125

Additional numbers attached? Yes No

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

Name: _____

RETURN TO:
FEDERAL RESEARCH CORP.
400 SEVENTH STREET NW
SUITE 101
WASHINGTON DC 20004

Street Address: _____
City: _____ State: _____ ZIP: _____

6. Total number of applications and registrations involved: 67

7. Total fee (37 CFR 3.41)..... \$1365.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

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

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.

Gregory T. Pealer [Signature] 4/10/01
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 67

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

**REGISTERED TRADEMARKS
AND TRADEMARK APPLICATIONS**

Docket Number	Country	Trademark	Class	Application Number	Filing Date	Registration Number	Registration Date	Status
15423	Benelux	COCK O' THE WALK	029 032			25125	05-Feb-1971	Registered
15422	Benelux	GRAPES JUBILEE	029			15745	05-Feb-1971	Registered
15418	Benelux	HEART'S DELIGHT	029	806461	12-Nov-1993	539986	12-Nov-1993	Registered
16060	California	TRI-VALLEY				33361	08-Sep-50	Registered
16894	Canada	COCK O'THE WALK		259438	24-Oct-1960	122011	28-Apr-1961	Registered
16893	Canada	COMO		622367	03-Jan-1989	384390	17-May-1991	Registered
16009	Canada	GLORIETTA (In Script)		242173	28-Aug-1957	109462	21-Feb-1958	Registered
16897	Canada	TRI-VALLEY		259232	11-Oct-1960	122003	28-Apr-1961	Registered
16075	Fed. Republic of Germany	DIET DELIGHT	029	1493026	05-Jun-1964	816728	04-Mar-1966	Registered
15458	Fed. Republic of Germany	PACIFIC GOLD	029			801553	06-Jun-1964	Registered
15476	Finland	COCK O' THE WALK	029 030	296460	02-Sep-1960	38217	07-Apr-1962	Registered
15482	Finland	TRI-VALLEY	029 032	296560	02-Sep-1960	38164	30-Mar-1962	Registered
15467	France	TRI-VALLEY	029 032			1388083	16-May-1967	Registered
15582	Greece	NUTRADIET	029 030 032	50694	22-Jun-1973	50694	18-Mar-1975	Registered
16044	Indonesia	COCK O' THE WALK (Stylized)	029		20-Sep-1982	331514	28-Apr-1983	Registered
16038	Indonesia	PALMDALE	029		07-May-1992	324504	07-May-1992	Registered
15990	Israel	TRI/VALLEY	029		13-Apr-1984	58541	30-Jun-1988	Registered
15993	Israel	TRI/VALLEY	032		13-Apr-1984	58543	30-Jun-1988	Registered
16031	Israel	TRI/VALLEY	030		13-Apr-1984	58542	30-Jun-1988	Registered
16030	Italy	COCK O' THE WALK	029 032	27842		507184	16-May-1967	Registered
15984	Italy	TRI-VALLEY	029 032			507185	16-May-1967	Registered
15529	Japan	HEART'S DELIGHT	029	582048	05-Aug-1993	3111182	26-Dec-1995	Registered
15620	Japan	TRI-VALLEY	029	2200521	20-Apr-1968	853810	21-Apr-1970	Renewed
15627	Japan	TRI-VALLEY	032	2214283	20-Apr-1968	879746	16-Nov-1970	Registered
18086	Japan	TRI-VALLEY	029 031 032	2000- 502832	11-Jul-00	879746		Pending
15470	Korea (South)	CALITO	005	9133455	25-Nov-1991	264395	26-May-1993	Registered
15437	Malaysia	NUTRADIET	032	55181	07-Aug-1970	55181	07-Aug-1970	Registered
15447	Malaysia	NUTRADIET	029	55180	07-Aug-1970	55180	07-Aug-1970	Registered
15438	Malaysia	PALMDALE	029	27767	05-Dec-1963	27767	05-Dec-1963	Registered
15747	Mexico	TRI VALLEY	032	134922		426436	12-Mar-1992	Registered
15749	Mexico	TRI VALLEY	029	134921		426435	12-Mar-1992	Registered
15758	Norway	TRI VALLEY	029 032	92308	21-Mar-1967	72554	31-Aug-1967	Registered
15660	Panama	DIET DELIGHT	032		03-Sep-1970	41518	29-Jun-1971	Registered
17898	Panama	DIET DELIGHT	029			14289	29-Jun-1971	Registered

Docket Number	Country	Trademark	Class	Application Number	Filing Date	Registration Number	Registration Date	Status
15938	Panama	NUTRADIET	029			15579	14-Dec-1971	Registered
15842	Singapore	PALMDALE	029			21328	05-Dec-1956	Registered
15873	Sweden	TRI-VALLEY	029 032			101886	19-Jan-1962	Registered
15654	Switzerland	COCK O' THE WALK GRAPES JUBILEE and Design	029			352340	12-Jan-1967	Registered
15655	Switzerland	NUTRADIET	001 005	556970	08-Oct-1970	394345	08-Oct-1970	Registered
15568	United Kingdom	CARMEN and Design	029			527455	27-Nov-1931	Registered
15567	United Kingdom	DIET DELIGHT	029			907618	05-Apr-1967	Registered
16599	United Kingdom	HEART'S DELIGHT and Design	029	926121	05-Jun-1968	926121	05-Jun-1968	Registered
16597	United Kingdom	TRI-VALLEY	029	782701	13-Oct-1958	782701	13-Oct-1958	Registered
16600	United Kingdom	TRI-VALLEY	032	782702	13-Oct-1958	782702	13-Oct-1958	Registered
15608	United States of America	AETNA	029	541120	14-Nov-47	507651	15-Mar-49	Registered
15612	United States of America	BEACON HILL	029	443016	26-Apr-41	390647	30-Sep-41	Registered
15614	United States of America	BLUE SKY (Stylized)	029	128992	21-Oct-61	736879	28-Aug-62	Registered
15616	United States of America	BOSS BEAN and Design	029	365557	29-May-82	1265169	24-Jan-84	Registered
15617	United States of America	BROWN CROCK	029	362407	30-Apr-82	1285408	10-Jul-84	Registered
15647	United States of America	BURBANK	029	362408	30-Apr-82	1272944	03-Apr-84	Registered
15650	United States of America	CABLE CAR	029	244835	03-May-66	834850	05-Sep-67	Registered
15649	United States of America	CALASIA	029	136292	22-Jan-62	742461	18-Dec-62	Registered
15663	United States of America	CALORIE CUTTER (Stylized)	029	218532	11-May-65	816403	04-Oct-66	Registered
15670	United States of America	CARNIVAL TIME	029	244834	03-May-66	835190	12-Sep-67	Registered
15666	United States of America	CHEF'S WOOD	004	483440	04-Jun-84	1360041	17-Sep-85	Registered

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Docket Number	Country	Trademark	Class	Application Number	Filing Date	Registration Number	Registration Date	Status	
15668	United States of America	COCK O' THE WALK (Stylized)	029 032	698742	22-Nov-55	634449	11-Sep-56	Registered	12
15669	United States of America	COCK O' THE WALK and Design	029 032	234957	20-Dec-65	818381	08-Nov-66	Registered	13
15672	United States of America	COMO	030	741353	21-Jul-88	1614085	18-Sep-90	Registered	14
15673	United States of America	COMO	029	74/409965	07-Jul-93	1830454	12-Apr-94	Registered	15
15680	United States of America	DELPHIA	029	212592	23-Feb-65	799978	07-Dec-65	Registered	16
15681	United States of America	DEMAND (Stylized)	029 032	666458	17-May-54	606802	31-May-55	Registered	17
15682	United States of America	DIET DELIGHT (Stylized)	005 029 032	668051	10-Jun-54	616308	15-Nov-55	Registered	18
15683	United States of America	DIET DELIGHT (Stylized)	029 032	094127	25-May-64	789398	11-May-65	Registered	19
15684	United States of America	DIET GIFT (Stylized)	029 032	583794	22-Aug-49	554928	19-Feb-52	Registered	20
15687	United States of America	ELWOOD	029	641332	06-Jan-53	584882	19-Jan-54	Registered	21
15690	United States of America	F & P and Design	029 030 032	72/133651	08-Dec-61	741092	20-Nov-62	Registered	22
15688	United States of America	FIRENZE	029	535103	19-Sep-47	507853	22-Mar-49	Registered	23
15691	United States of America	FROM THE HEART OF CALIFORNIA SACRAMENTO (and Design)	005 029 030 032	666908	24-May-54	608071	25-Jun-55	Registered	24
15694	United States of America	FULL BLOOM (Stylized)	029	610875	05-Mar-51	559887	10-Jun-52	Registered	25
15695	United States of America	GARDEN BASKET	029	616721	23-Dec-85	1445404	30-Jun-87	Registered	26
15698	United States of America	GLORIETTA	029 032	74/439923	24-Sep-93	1851595	30-Aug-94	Registered	27
15701	United States of America	GRAPES JUBILEE (Stylized)	029	167063	18-Apr-63	769659	12-May-64	Registered	28

Docket Number	Country	Trademark	Class	Application Number	Filing Date	Registration Number	Registration Date	Status	
15708	United States of America	Horse Carriage Woman Design	005 029 030 032	666905	24-May-54	608069	28-Jun-55	Registered	29
15713	United States of America	INSTANT-MADE	032	601512	31-Jul-50	588867	20-Apr-54	Registered	30
15714	United States of America	JUBILEE (Stylized)	029	252299	12-Aug-66	836401	03-Oct-67	Registered	31
15716	United States of America	KOBEY'S	029	091141	18-Feb-60	720417	22-Aug-61	Registered	32
17263.D OM	United States of America	LIBBYFRUIT.COM			04-Jan-00		04-Jan-00	Registered	
15721	United States of America	LIDO (Stylized)	029	681953	18-Feb-55	625547	17-Apr-56	Registered	33
15724	United States of America	MISS CALIFORNIA (Stylized)	030	248432	04-May-27	236685	20-Dec-27	Registered	34
15725	United States of America	MISSION PEAK	029	356643	01-Oct-34	321772	12-Feb-35	Registered	35
15728	United States of America	NATURE'S ORCHARD	029	574773	23-Dec-85	1403320	29-Jul-86	Registered	36
15731	United States of America	NUTRADIET (Stylized)	001 029 030 032	382267	27-Aug-82	1259014	29-Nov-83	Registered	37
15732	United States of America	NUTRADIET (Stylized)	029	192045	08-Feb-24	185225	10-Jun-24	Registered	38
15797	United States of America	OLD MILL (Stylized)	031	354486	31-Jul-34	336253	30-Jun-36	Registered	39
15801	United States of America	PEACHES JUBILEE (Stylized)	029	286400	07-Dec-67	849127	14-May-68	Registered	40
15802	United States of America	PICT RIPE	029	154157	28-Sep-62	749257	07-May-63	Registered	41
15808	United States of America	QUALITY INN (Stylized)	029	214607	22-Mar-65	812654	09-Aug-66	Registered	42
15809	United States of America	RANCHO	029	626543	23-Oct-86	1454515	25-Aug-87	Registered	43
15816	United States of America	REDWOOD INN	029	154854	09-Oct-62	753813	30-Jul-63	Registered	44

Docket Number	Country	Trademark	Class	Application Number	Filing Date	Registration Number	Registration Date	Status	
15818	United States of America	RICH FLAVOR (Stylized)	029 030 032	656135	06-Jul-54	603159	08-Mar-55	Registered	45
15819	United States of America	RICH GIFT (Stylized)	029 032	600953	20-Jul-50	546117	31-Jul-51	Registered	46
15916	United States of America	SIERRA (Stylized)	029	137207	15-Sep-20	151699	14-Feb-22	Registered	47
15925	United States of America	SUNNY SMILES (Stylized)	029	162883	15-Feb-63	761032	03-Dec-63	Registered	48
15927	United States of America	SUN-VISTA	029	187660	23-Jul-91	1696301	23-Jun-92	Registered	49
17266.D OM	United States of America	SUN-VISTA.COM			04-Jan-00		04-Jan-00	Registered	
16010	United States of America	TASTE O' THE WEST and Design	029	160861	18-Mar-22	163556	23-Jan-23	Registered	50
16011	United States of America	TASTE SEALED and Design	029	664485	13-Apr-54	606800	31-May-55	Registered	51
16012	United States of America	TENDERFUL (Stylized)	029	305102	14-Aug-68	866931	18-Mar-69	Registered	52
16015	United States of America	THREE STAR (Stylized)	029	663976	05-Apr-54	602206	15-Feb-55	Registered	53
16017	United States of America	TOWN & COUNTRY	029	597467	10-Nov-94	1933101	07-Nov-95	Registered	54
16022	United States of America	TRI VALLEY FRUIT-4-PAK and Design	029	223548	20-Nov-91	1799509	19-Oct-93	Registered	55
15389	United States of America	TRI*VALLEY AMERICA'S FINEST GROWERS and Design	029 030	75/195545	12-Nov-96	2333488	21-Mar-00	Registered	56
16021	United States of America	TRI/VALLEY (Stylized)	029 030 032	274043	14-Aug-80	1201317	13-Jul-82	Registered	57
16062	United States of America	TRI-VALLEY	029 030 032	75/047852	24-Jan-96	2192965	06-Oct-98	Registered	58
17270.D OM	United States of America	TRIVALLEYGROWERS.COM			03-Apr-97		04-Apr-00	Registered	
17347.D OM	United States of America	TVGFOODSERVICE.COM			27-Jan-00		27-Jan-00	Registered	

Docket Number	Country	Trademark	Class	Application Number	Filing Date	Registration Number	Registration Date	Status
17348.D OM	United States of America	TVG- FOODSERVICE.COM			27-Jan-00		27-Jan-00	Registered
15399	United States of America	VINTAGE LITES (Stylized)	029	149919	21-Mar-91	1729612	03-Nov-92	Registered
16308	United States of America	WONDER COOKING (Stylized)	029	541118	14-Nov-47	560696	01-Jul-52	Registered
16309	United States of America	WORTHMORE	029	168391	17-Aug-22	170655	17-Jul-23	Registered
16311	United States of America	YOSEMITE (Stylized)	029	542020	22-Nov-47	501119	20-Jul-48	Registered

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TRADEMARK COLLATERAL AGREEMENT

This 31st day of March, 2001, SIGNATURE FRUIT COMPANY, LLC, a Delaware limited liability company (the "*Debtor*"), with its principal place of business and mailing address at c/o Hickey & Hill, Inc., 1009 Oak Hill Road, Suite 201, Lafayette, California 94549 in consideration of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, assigns, mortgages and pledges to HARRIS TRUST AND SAVINGS BANK, an Illinois banking corporation ("*HTSB*") with its mailing address at 111 West Monroe Street, Chicago, Illinois 60603, acting as agent hereunder for the Secured Creditors defined in that certain Security Agreement hereinafter defined (said HTSB acting as such agent and any successor or successors to said HTSB in such capacity being hereinafter referred to as the "*Secured Party*"), and grants to Secured Party 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 any Debtor 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;

(all of the foregoing being herein sometimes referred to as the "*Trademark Collateral*"), to secure performance of all Secured Obligations as set out in that certain Security Agreement bearing even date herewith originally by and between Debtor and Secured Party (the "*Security Agreement*"). Notwithstanding anything herein to the contrary, this Trademark Collateral Agreement shall not operate as a sale, transfer, conveyance or other assignment to Secured Party of any applications by Debtor for a Trademark based on an intent to use the same if and so long as such application is pending and not matured into a registered Trademark (such pending applications which are based on intent to use being hereinafter referred to collectively as "*Intent-To-Use Applications*"), but rather, if and so long as Debtor's Intent-To-Use Application is pending this Trademark Collateral Agreement shall operate only to create a security interest for collateral purposes in favor of Secured Party on such Intent-To-Use Application as collateral security for the Secured Obligations.

Debtor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the assignment, mortgage, pledge and 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.

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

SIGNATURE FRUIT COMPANY, LLC

By Larry Hill
Name: Larry Hill
Title: President

Accepted and agreed to in Chicago, Illinois as of the date first above written.

HARRIS TRUST AND SAVINGS BANK, as Secured
Party

By _____
Name: _____
Title: _____

Signature to Trademark Collateral Agreement

TRADEMARK
REEL: 002275 FRAME: 0251

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

SIGNATURE FRUIT COMPANY, LLC

By _____
Name: _____
Title: _____

Accepted and agreed to in Chicago, Illinois as of the date first above written.

HARRIS TRUST AND SAVINGS BANK, as Secured
Party

By Jean R. Elie
Name: JEAN R. ELIE
Title: Vice President

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

TRADEMARK LICENSES

Trademark License Agreement, dated as of July 25, 1983, by and between Libby, McNeill & Libby, Inc. and Debtor.

Purchase and Sale/Trademark License Agreement, dated as of March 1, 1999, by and between McNeil Specialty Products Company and Debtor.

License Agreement dated as of May 1, 1993, by and between Made in Nature, Inc. and Debtor.