



102050325

Tab settings

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

1. Name of conveying party(ies):  
 Nemo's Bakery, Inc.  
 410 North Hale Avenue  
 Escondido, CA 92029

*4-11-02*

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

2. Name and address of receiving party(ies):  
 Name: LaSalle Business Credit, Inc

Internal Address:

Street Address: 135 South LaSalle Street, Suite 425

City: Chicago                      State: IL                      ZIP: 60603

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State IL  
 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: March 26, 2002

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)  
 See Schedule A to Trademark Assignment of Security

B. Trademark Registration No.(s)

Additional numbers attached  Yes  No

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

6. Total number of applications and registrations involved: 3

7. Total Fee (37 CFR 3.41) ..... \$ *60.00*

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:

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

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

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.*

Derek Lively                      *[Signature]*                      April 5, 2002  
 Name of Person Signing                      Signature                      Date

Total number of pages including coversheet, attachments and document:

04/12/2002 6TON11 00000013 2059019

Mail documents to be recorded with required coversheet information to:  
 Commissioner of Patents & Trademarks, Box Assignments  
 Washington, DC 20231

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

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated March 26, 2002, by and between Nemo's Bakery, Inc. and LaSalle Business Credit, Inc., as Agent.

<u>REGISTRATION OR APPLICATION NO.</u>	<u>COUNTRY</u>	<u>REGISTRATION OR FILING DATE</u>	<u>MARK</u>
2,059,019	USA	5/6/1997	Homemade Goodness Away From Home
1,697,871	USA	6/30/1992	Ne-mo's Logo
2,232,344	USA	3/16/1999	Ne-mo's Fine Bakery Products

**TRADEMARK ASSIGNMENT OF SECURITY**

WHEREAS, NEMO'S BAKERY, INC., a corporation formed under the laws of California, located at 410 North Hale Avenue, Escondido, California 92029 ("Grantor"), 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, Grantor and various other credit parties (collectively, "Borrowers") are obligated to LaSalle Business Credit, Inc. ("LaSalle") and various other financial institutions (collectively, "Lenders") and LaSalle as agent for Lenders ("Agent") pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, among Agent, Lenders and Borrowers and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Grantor in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Grantor is granting to Agent for its benefit and for the ratable benefit of 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, Grantor does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of 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.

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

Dated: New York, New York  
March 26, 2002

Witness:

Martha C. Larroche

NEMO'S BAKERY, INC.

By: [Signature]  
Name: James M. Shorin  
Title: Co-Chief Executive Officer

Witness:

[Signature]

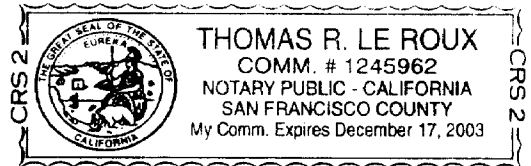
LASALLE BUSINESS CREDIT, INC, as Agent

By: [Signature]  
Name: Anthony J. Neith  
Title: Senior Vice President

*California*  
STATE OF ~~NEW YORK~~ )  
*San Francisco* : SS.:  
COUNTY OF ~~NEW YORK~~ )

On this ~~26<sup>th</sup>~~ *3rd Mt April* day of ~~March~~, 2002, before me personally came *James M. Shuman*, to me known, who, being by me duly sworn, did depose and say that he is the Co CEO of Nemo's Bakery, 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.

*Thomas R. Le Roux*  
\_\_\_\_\_  
Notary Public



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

On this 5 day of ~~March~~ *April*, 2002, before me personally came *Anthony J. Veth*, to me known, who, being by me duly sworn, did depose and say that he is the Senior Vice President of LaSalle Business Credit, Inc., the company described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said company.

*Loukia Harris*  
\_\_\_\_\_  
Notary Public

LOUKIA HARRIS  
Notary Public, State of New York  
No. 01HA4995575  
Qualified in Nassau County  
Commission Expires April 27, 2002