10-24-2002

102259708

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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): MRD 10-10-02

Shakey's Incorporated, a Delaware corporation

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

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

2. Name and address of receiving party(ies)

Name: Sterling Foods, Inc.

Internal Address:

Street Address: 3813 Durbin Street

City: Irwindale State: CA Zip: 91706

- [ ] Individual(s) citizenship
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [x] Corporation-State a California Corporation
- [ ] 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 [x] No

3. Nature of conveyance:

- [ ] Assignment
- [ ] Merger
- [x] Security Agreement
- [ ] Change of Name
- [ ] Other

Execution Date: 06/01/2002

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

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

B. Trademark Registration No.(s) see attached list

Additional number(s) attached [x] Yes [ ] No

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

Name: Michael K. Grace

Internal Address: Grace & Grace LLP

Street Address: 444 South Flower Street, Suite 3875

City: Los Angeles State: CA Zip: 90071

6. Total number of applications and registrations involved: 27

7. Total fee (37 CFR 3.41).....$ 650

- [x] Enclosed
- [ ] Authorized to be charged to deposit account

8. Deposit account number:

n/a

DO NOT USE THIS SPACE

9. Signature.

Michael K. Grace	Michael K. Grace	10/04/02
Name of Person Signing	Signature	Date

Total number of pages including cover sheet, attachments, and document: 6

10/23/2002 JJALLAH2 00000018 2597827
01 FC:8521 40.00 OP
02 FC:8522 650.00 OP

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

ITEM 4 OF PTO FORM 1594: LIST OF TRADEMARK REGISTRATIONS AND APPLICATION NOS.

TRADEMARKS	**REGISTRATION OR APPLICATION NO.**	**DATE**
SHAKEY'S IT'S TIME	2597827	7/23/02
SHAKEY'S PIZZA CAFÉ	2208993	12/8/98
SHAKEY'S PIZZA CAFÉ	2260530	7/13/99
SHAKEY'S PIZZA PLAYLAND	2001171	9/17/96
SHAKEY'S	1985736	7/9/96
MO JO SHAKEY'S	1974592	5/21/96
SHAKEY'S	1445725	6/30/87
SHAKEY'S PIZZA & BUFFET RESTAURANT	1440282	5/19/87
CAPT. SHAKEY'S BIRTHDAY CLUB	1425295	1/13/87
SHAKEY'S PIZZA RESTAURANT	1397221	6/10/86
SHAKEY'S PIZZA RESTAURANT	1339767	6/4/85
SHAKEY'S	1008087	4/1/75
SHAKEY'S	1246018	7/19/83
SHAKEY'S	0721138	9/5/61
SHAKEY'S	0817896	11/1/66
SHAKEY'S PIZZA PARLOR AND YE PUBLIC HOUSE	0811107	7/12/66
IF YOUR PIZZA IS PERFECTION IT'S FROM SHAKEY'S	0813634	8/23/66
ALL-AMERICAN BUFFET	1728380	10/27/92
BAKEY'S	76/311803	9/21/01 (FILING DATE)
BUNCH OF LUNCH	0965257	7/31/73
MEXICAN FIESTA	75/804474	9/21/99 (FILING DATE)
PIZZERITO	1251249	9/13/82
MOJO	1771676	5/18/93
MOJO KIDS BIRTHDAY CLUB	2078981	7/15/97
THE PIZZA THAT STARTED IT ALL	1988616	7/23/96
S	0816320	10/4/66
S	1426986	10/27/87

NOTICE OF SECURITY INTEREST IN TRADEMARKS

This Notice of Security Interest in Trademarks is dated as of June 1, 2002 with respect to the Trademarks of Shakey's, Incorporated, a Delaware corporation ("Grantor"), for the benefit of Sterling Foods, Inc., a California corporation ("Secured Party").

PLEASE TAKE NOTICE THAT pursuant to that certain June 1, 2002 Security Agreement, Grantor has conveyed, pledged, assigned and transferred to the Secured Party, and has granted to the Secured Party, a security interest in all presently registered trademarks and service marks, and all applications for registration of trademarks and service marks, of Grantor as set forth on Schedule 1 hereto, and all trademarks and service marks hereafter applied for and/or registered, together with the goodwill of the business symbolized thereby, to secure the performance and observance of certain of Grantor's Obligations pursuant to the May 31, 2002 Settlement Agreement, the Security Agreement of even date herewith, the Long-Term Agreement and related agreements of even date herewith between Grantor and Sterling Foods, Inc. and to secure the performance and observance of certain of Grantor's Obligations pursuant to the May 31, 2002 Settlement Agreement, the Security Agreement of even date herewith, the Long-Term Agreement and related agreement of even date herewith between Grantor and Montel, Incorporated.

IN WITNESS WHEREOF, the duly authorized representatives of the parties have executed this Agreement at Los Angeles, California as of the date first written above.

GRANTOR:	**SECURED PARTY:**
SHAKEY'S INCORPORATED	**STERLING FOODS, INC.**
a Delaware corporation	**a California corporation**
By Hongchin Yang	**By** Michael Clark
Title CHAIRMAN & CEO	**Title** President
Dated 7/3/2002	**Dated** 6/13/02

SCHEDULE 1 TO NOTICE OF SECURITY INTEREST IN TRADEMARKS

CHART OF SHAKEY'S TRADEMARKS

TRADEMARKS	**REGISTRATION OR SERIAL NO.**	**DATE**
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SHAKEY'S PIZZA CAFÉ	2208993	12/8/98
SHAKEY'S PIZZA CAFÉ	2260530	7/13/99
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SHAKEY'S	1985736	7/9/96
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SHAKEY'S PIZZA RESTAURANT	1397221	6/10/86
SHAKEY'S PIZZA RESTAURANT	1339767	6/4/85
SHAKEY'S	1008087	4/1/75
SHAKEY'S	1246018	7/19/83
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IF YOUR PIZZA IS PERFECTION IT'S FROM SHAKEY'S	0813634	8/23/66
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THE PIZZA THAT STARTED IT ALL	1988616	7/23/96
S	0816320	10/4/66
S	1426986	10/27/87

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California
County of Los Angeles } ss.

On July 3, 2002 (Date), before me, Dawn D. Millner, Notary Public (Name and Title of Officer (e.g., "Jane Doe, Notary Public")),
personally appeared Michael James Clark (Name(s) of Signer(s)),

☐ personally known to me
☒ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

DAWN D. MILLNER
Commission # 1310484
Notary Public - California
Los Angeles County
My Comm. Expires Jul 4, 2005

WITNESS my hand and official seal.

Dawn D. Millner
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document
Title or Type of Document: Ntc. of Security Interest in Trademarks
Document Date: 6/11/02 Number of Pages: 1
Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer
Signer's Name: _____
☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT OF SIGNER
Top of thumb here

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CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California
County of Los Angeles } ss.

On July 3, 2002 (Date), before me, Dawn D. Millner, Notary Public (Name and Title of Officer (e.g., "Jane Doe, Notary Public")),
personally appeared Wong Chin Yong (Name(s) of Signer(s)),

☐ personally known to me
☒ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

DAWN D. MILLNER
Commission # 1310484
Notary Public - California
Los Angeles County
My Comm. Expires Jul 4, 2005

WITNESS my hand and official seal.

Dawn D Millner
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Ntc-of Security Interest in Trademarks

Document Date: 6/11/02 Number of Pages: 1

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: _____

☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT OF SIGNER
Top of thumb here

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