

U.S. DEPARTMENT OF COMMERCE  
RECORDATION FORM COVER SHEET Patent and Trade  
**TRADEMARKS ONLY**



To the Honorable Commissioner of Patents and Trademarks

102299339

document or copy thereof.

1. Name of Party(ies) conveying an interest:

Discovery Foods, LLC  
2395 American Avenue  
Hayward, California 94545

11-26-02

2. Name and Address of Party(ies) receiving an interest:

The Prudential Insurance Company of America  
(as collateral agent)  
c/o Prudential Capital Group  
2200 Ross Avenue, Suite 4200E  
Dallas, Texas 75201

- Individual(s)
- General Partnership
- Corporation -
- Other Delaware limited liability company
- Association
- Limited Partnership

- Individual
- General Partnership
- Corporation -New Jersey
- Other
- Citizenship
- Association
- Limited Partnership

3. Interest Conveyed:

- Assignment
- Security Agreement
- Other
- Change of Name
- Merger

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

Effective Date: November 19, 2002

4. Application number(s) or registration number(s). Additional sheet attached? Yes  No

A. Trademark Application No.(s) 78/011410; 78/019229; 78/090716

B. Trademark Registration No.(s) 2,012,708; 2,042,334; 2,147,437; 2,203,674; 2,353,839; 2,560,471

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

Name: B. K. Drinkwater, Paralegal  
Firm: Baker Botts L.L.P.  
Street Address: 2001 Ross Avenue, Suite 600  
City: Dallas  
State: Texas Zip: 75201-2980

6. Number of applications and registrations involved: Nine (9)

7. Amount of fee enclosed or authorized to be charged: \$240.00

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS SPACE

12/02/2002 6TON11 00000248 78011410

Q1 FC:8521 40.00 DP  
Q2 FC:8522 200.00 DP

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.

B. K. Drinkwater  
Name of Person Signing

Signature

Date

11-21-02

Total number of pages including cover sheet

5

OMB No. 0651-0011 (exp. 4/94)

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Commissioner of Patent and Trademarks  
Box Assignments  
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

## GRANT OF SECURITY INTEREST IN TRADEMARKS

Pursuant to a Security Agreement (the "**Security Agreement**"), dated as of November 19, 2002, Discovery Foods, LLC, a Delaware limited liability company ("**Grantor**"), whose address is 2395 American Avenue, Hayward, California 94545, as assignor, hereby grants and assigns to The Prudential Insurance Company of America, as Collateral Agent, whose address is c/o Prudential Capital Group, 2200 Ross Avenue, Suite 4200E, Dallas, Texas 75201, Attention: Managing Director, as assignee, a continuing security interest in and a continuing lien upon, all trademarks and service marks, registrations and applications for registration now owned or hereafter acquired by Grantor, together with the goodwill associated therewith (the "**Goodwill**"), including without limitation the below listed registrations and applications for registration:

### Registrations

Nature of Interest (e.g., owner, licensee)	Registered Trademark	Registration Number	Date Registered	Jurisdiction of Registration
Owner	Jungle Jon's	2,012,708	10/29/96	United States
Owner	Ling Ling & Design	2,147,437	3/31/98	United States
Owner	Ling Ling & Design	2,353,839	5/30/00	United States
Owner	Spazzio	2,560,471	4/9/02	United States
Owner	San Francisco Dim Sum Co. Potstickers & Design	2,203,674	11/17/98	United States
Owner	Zombie	2,042,334	3/4/97	United States
Owner	Ling Ling	TMA491542	3/18/98	Canada

### Applications

Nature of Interest (e.g., <u>owner, licensee</u> )	Application relates to following <u>Trademark</u>	<u>Application Number</u>	Date of <u>Application</u>	Jurisdiction of <u>Application</u>
Owner	Spazzio & Design	78/090716	10/29/01	United States
Owner	Yumplings	78/011410	6/6/00	United States
Owner	Yumplings & Design	78/019229	8/1/00	United States

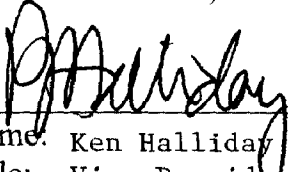
**Common Law (unregistered) Trademarks**

<u>Nature of Interest (e.g. owner, licensee)</u>	<u>Common Law (unregistered) Trademark</u>	<u>Date of First Use</u>	<u>Geographic Area Where Used</u>
Owner	Ling Ling	1986	United States and Canada
Owner	San Francisco Dim Sum Co. Potstickers	1999	United States
Owner	Peking Cuisine	1993	United States
Owner	Spazzio	2001	United States

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The Collateral Agent's security interest in such trademarks and service marks, registrations and applications for registration thereof and Goodwill can be terminated only in accordance with the terms of the Security Agreement.

DISCOVERY FOODS, LLC

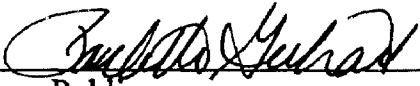
By:  \_\_\_\_\_  
Name: Ken Halliday  
Title: Vice President

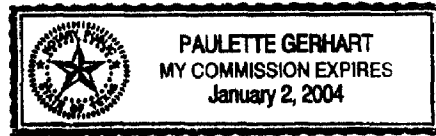
ACKNOWLEDGMENT:

STATE OF TEXAS

COUNTY OF BEXAR

On this 19<sup>th</sup> day of November, 2002, before me, a Notary Public for the State and County aforesaid, came Ken Halliday, to me known and known to be the Vice President of Discovery Foods, LLC, and he or she acknowledged to me that he or she executed the foregoing Assignment pursuant to authority duly vested in him or her by said Discovery Foods, LLC.

  
\_\_\_\_\_  
Notary Public



DAL02:358777

*{Acknowledgment Page to Grant of Security Interest in Trademarks}*

RECORDED: 11/26/2002

TRADEMARK  
REEL: 002625 FRAME: 0719