

04-14-2003



Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

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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):

HDOS Enterprises

4.8.03

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

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

3. Nature of conveyance:

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

Execution Date: March 13, 2003

2. Name and address of receiving party(ies)

Name: California Bank & Trust

Internal

Address:

Street Address: 4320 La Jolla Village Drive

City: San Diego State: CA Zip: 92122

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

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) 76/463,232

B. Trademark Registration No.(s) See attached

Additional number(s) attached Yes No

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

Name: Kevin A. Cahill

Internal Address:

Street Address: 11988 El Camino Real

Suite 200

City: San Diego State: CA Zip: 92130

6. Total number of applications and registrations involved:

14

7. Total fee (37 CFR 3.41).....\$ 365.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Kevin A. Cahill

Name of Person Signing

Kevin A. Cahill

Signature

4/8/03

Date

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

04/11/2003 BYRNE 0000037 76463232

01 FC:8521
02 FC:8522

40.00 DP
325.00 DP

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

TRADEMARK
REEL: 002710 FRAME: 0434

Registered Trademarks

Owner/ Applicant	Country of Registration	Registration No.	Registration Date	Mark	Class/ Products
HDOS Enterprises	U.S.A.	2,428,681	2/13/01	Muscle Beach Lemonade & Design	42
HDOS Enterprises	U.S.A.	1,610,833	8/21/90	Hot Dog On A Stick & Design	42
HDOS Enterprises	U.S.A.	2,210,929	12/15/98	Fresh Lemonade Design	25
HDOS Enterprises	U.S.A.	2,302,750	12/21/99	Hot Dog On A Stick & Design	42
HDOS Enterprises	U.S.A.	1,603,030	6/19/90	Hot Dog On A Stick & Lemonade Design	42
HDOS Enterprises	U.S.A.	2,371,511	7/25/00	Hot Dog On A Stick & Design	42
HDOS Enterprises	U.S.A.	2,651,663	11/19/02	Muscle Beach Lemonade & Hot Dogs & Design	42
HDOS Enterprises	U.S.A.	2,371,510	7/25/00	Hot Dog On A Stick & Design	42
HDOS Enterprises	U.S.A.	1,116,204	4/3/79	Juicy Lucy	42
HDOS Enterprises	U.S.A.	1,668,878	12/17/91	Juicy Lucy's	42
HDOS Enterprises	U.S.A.	1,658,596	9/24/91	Juicy Lucy's and Design	42
HDOS Enterprises	U.S.A.	1,706,992	8/11/92	Juicy Lucy's	29,30,32
HDOS Enterprises	U.S.A.	1,657,535	9/17/91	Juicy Lucy's and Design	29,30,32

Trademark Applications

Owner/ Applicant	Country of Application	Application/ Serial No.	Filing Date	Mark	Class/ Products
HDOS Enterprises	U.S.A.	76/463,232	10/31/02	Muscle Beach Lemonade & Design	32

MEMORANDUM OF SECURITY AGREEMENT IN TRADEMARKS

HDOS Enterprises, whose address is 5601 Palmer Way, Carlsbad, California 92008 ("**Debtor**"), does hereby grant to California Bank & Trust, whose address is 4320 La Jolla Village Dr., San Diego, California 92122 ("**Creditor**"), a security interest in all of Debtor's now owned or hereafter acquired right, title and interest in and to **(i)** the trademark registrations and other trademarks which are identified on **Schedule "A"** attached hereto and incorporated herein, together with all extensions and renewals thereof, **(ii)** the trademark applications which are identified on **Schedule "A,"** together with any and all trademark registrations and renewals resulting therefrom (the trademarks, trademark registrations and trademark applications referenced in Subsections (i) and (ii) above shall be collectively referred to as "Trademarks"), and **(iii)** all goodwill and assets of the business symbolized by or associated with such Trademarks, and actions for infringement or violation concerning the foregoing.

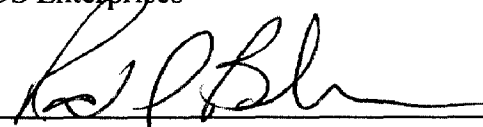
The terms and conditions of the security interest granted hereby are contained in that certain Intellectual Property Security Agreement (the "**Agreement**") dated as of March ~~12~~¹³ 2003, between Debtor and Creditor as security for Debtor's performance of Debtor's obligations as set forth in the Agreement. Nothing contained in this Memorandum of Security Agreement in Trademarks shall be construed as limiting any interest which Creditor may have in any other collateral described in the Agreement or otherwise.

IN WITNESS WHEREOF the undersigned has executed this Memorandum on March ~~12~~¹³ 2003.

13 (13)

"BORROWER"

HDOS Enterprises

By: 
Rodney Barham, Chief Executive Officer

By: 
Fredrica Thode, President

STATE OF CALIFORNIA

COUNTY OF San Diego

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On March 13, 2003, before me, Natalie Padilla, Notary Public, personally appeared Rodney Barham personally known to me (~~or proved to me on the basis of satisfactory evidence~~) to be the person ~~(s)~~ whose name ~~(s)~~ is subscribed to the within instrument and acknowledged to me that ~~he/she/they~~ executed the same in his ~~his~~ her 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.

WITNESS my hand and official seal.

Natalie Padilla
Signature

(This area for official notarial seal)



STATE OF CALIFORNIA

COUNTY OF San Diego

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On March 13, 2003, before me, Natalie Padilla, Notary Public, personally appeared Fredrica Thede personally known to me (~~or proved to me on the basis of satisfactory evidence~~) to be the person ~~(s)~~ whose name ~~(s)~~ is subscribed to the within instrument and acknowledged to me that ~~he/she/they~~ executed the same in his ~~his~~ her 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.

WITNESS my hand and official seal.

Natalie Padilla
Signature

(This area for official notarial seal)

