

Form PTO-1594
(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM 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):
US Bank National Association

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

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

3. Nature of conveyance:

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

Execution Date: 12/22/03

2. Name and address of receiving party(ies)

Name: nSpired Natural Foods, Inc.

Internal
Address:

Street Address: 14855 Wicks Boulevard

City: San Leandro State: CA Zip: 94577

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

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

A. Trademark Application No.(s) See attached
Schedule A for continuation of Block 4.A

B. Trademark Registration No.(s) See attached
Schedule B for continuation of Block 4.B

Additional number(s) attached Yes No

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

Name: Renee Prescan

Internal Address: Kirkland & Ellis LLP

Street Address: 200 E. Randolph Drive

City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved: 38

7. Total fee (37 CFR 3.41).....\$ 965.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

22-0440 (and for any add'l fees and/or credits)

DO NOT USE THIS SPACE

9. Signature.

Krista L. Nunemaker, Esq.
Name of Person Signing

Krista L. Nunemaker
Signature

1-29-2004
Date

Total number of pages including cover sheet, attachments, and document: 10

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

CIH \$965.00 220440 75495083

Continuation of Block 2.**Additional Receiving Parties**

1. Cool Fruits, Inc.
(Delaware corporation)
14855 Wicks Boulevard
San Leandro, CA 94577
2. Maranatha Acquisition Corp.
(Delaware corporation)
14855 Wicks Boulevard
San Leandro, CA 94577
3. Maranatha Holding Corp.
(Delaware corporation)
14855 Wicks Boulevard
San Leandro, CA 94577
4. Sunlight Foods, Inc.
(California corporation)
14855 Wicks Boulevard
San Leandro, CA 94577

Continuation of Block 4.A.**SCHEDULE A****United States Trademark Applications**

Mark	Registration Number	Application Number
COOL FRUIT POWER		75/495,083
COOL FRUITS		75/493,862
COOL FRUITS		75/331,482
COOL FRUITS		75/288,769
INSPIRED NATURAL FOODS		75/862,627
SKINNY		76/118,099
TROPICAL FREEZERS		75/978,491

Continuation of Block 4.B.

SCHEDULE B**United States Trademark Registrations**

Mark	Registration Number	Application Number
AH LASKA	2,611,611	76/106,166
AH! And Design	2,336,452	75/249,100
AH! LASKA and Design	1,809,428	74/350,893
CANOLIVE	1,656,943	74/034,310
CAROBA	1,284,507	73/425,254
CHOCOLATE CHIP (Design only)	1,492,474	73/653,230
CLOUD NINE	1,740,639	74/140,200
CLOUD NINE PURE CHOCOLATE 9	1,705,251	74/190,403
COOL FRUITS	1,983,505	74,596,975
COOL FRUITS	1,831,483	74,258,939
COOL FRUITS FRUIT JUICE FREEZERS and Design	1,836,962	74/342,003
CRUNCHIES	2,120,523	75/109,853
EPIC	2,261,715	75/474,545
JAZZ	2,309,560	75/190,743
LIONS AND TIGERS AND BEARS	2,065,848	75/005,462
LORIVA	1,493,354	73,691,997
MARANATHA NATURAL FOODS	1,453,359	73/632,673
NORTHWEST DELIGHTS	1,874,012	74/370,678
PUMPKORN	2,151,314	75/114,932
S and Design	1,253,883	73/346,088
SKINNY	911,254	72/339,731
SKINNY NATURAL CORN CHIPS (stylized)	1,589,176	73/772,527
SORRENTO VALLEY ORGANICS	2,312,701	75/647,647
SPEAK EASY	0,836,887	72/270,313
SUNDROPS	1,748,713	74/199,707

Mark	Registration Number	Application Number
SUNSPIRE	1,250,605	73/351,364
SUNSPIRE EARTH BALLS	1,930,743	74/497,269
SUNSPIRE TOFFEE CRUNCH	2,226,738	75/303,574
SWEETS TO GO	2,352,746	75/560,585
TROPICAL SOURCE	1,907,898	74/414,671
TRULY INSPIRED NATURAL	2,201,542	75/415,673

RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTERESTS IN TRADEMARKS (this "Release") is made as of December 22, 2003 ("Effective Date") by and between nSpired Natural Foods, Inc., a Delaware corporation, with its principal office at 14855 Wicks Boulevard, San Leandro, California 94577 ("nSpired"), and US Bank National Association, a national banking association, with its principal office at 555 S.W. Oak Street, Suite 505, Portland, Oregon 97204 ("Grantee").

WHEREAS, pursuant to the terms and conditions of certain security agreements with Grantee, nSpired or one of its predecessors Cool Fruits, Inc., Maranatha Acquisition Corp., Maranatha Holding Corp. and Sunlight Foods, Inc. (collectively with nSpired, the "Grantors"), Grantors granted to Grantee a security interest in and to all of Grantors' trademarks, including without limitation, the registrations and applications set forth on Schedule A attached hereto, together with the goodwill associated therewith (collectively, the "Trademarks"); and

WHEREAS, Grantors have paid all of the outstanding indebtedness to Grantee pursuant to which such security agreements relate.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantee hereby terminates, cancels and releases any and all security interests it has against the Trademarks.


Grantee shall, at nSpired's expense, take all further actions, and provide to nSpired, its successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), reasonably requested by nSpired to more fully and effectively effectuate the purposes of this Release.

* * * * *

IN WITNESS WHEREOF, Grantee has caused this Release to be executed by its duly authorized representative as of the Effective Date.

US BANK NATIONAL ASSOCIATION

By:



Roger C. Lundeen
Senior Vice President

SCHEDULE A**United States Trademark Registrations and Applications**

Mark	Registration Number	Application Number
AH LASKA	2,611,611	76/106,166
AH! And Design	2,336,452	75/249,100
AH! LASKA and Design	1,809,428	74/350,893
BAKING BREAK	1,893,256	74/491,265
BERRY WILD CRITTERS	1,971,290	74/667,339
CANOLIVE	1,656,943	74/034,310
CAROBA	1,284,507	73/425,254
CHOCOLATE CHIP (Design only)	1,492,474	73/653,230
CLOUD NINE	1,740,639	74/140,200
CLOUD NINE PURE CHOCOLATE 9	1,705,251	74/190,403
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COOL FRUITS FRUIT JUICE FREEZERS and Design	1,836,962	74/342,003
CRUNCHIES	2,120,523	75/109,853
ENVIROMINTS	1,589,199	73/818,265
EPIC	2,261,715	75/474,545
FRUITABLES	1,944,690	74/521,065
JAZZ	2,309,560	75/190,743
LIONS AND TIGERS AND BEARS	2,065,848	75/005,462
LORIVA	1,493,354	73,691,997
MARANATHA NATURAL FOODS	1,453,359	73/632,673
NORTHWEST DELIGHTS	1,874,012	74/370,678
PUMPKORN	2,151,314	75/114,932
S and Design	1,253,883	73/346,088
SKINNY	911,254	72/339,731
SKINNY BITS	911,008	72/339,581
SKINNY NATURAL CORN CHIPS (stylized)	1,589,176	73/772,527
SORRENTO VALLEY	2,312,701	75/647,647

ORGANICS		
SPEAK EASY	0,836,887	72/270,313
"STILL NATURAL AFTER ALL THESE YEARS"	2,019,070	75/005,463
SUNDROPS	1,748,713	74/199,707
SUNSPIRE	1,250,605	73/351,364
SUNSPIRE BAT BITES	2,009,367	74/570,092
SUNSPIRE CRYSTAL	1,888,701	74/491,264
SUNSPIRE EARTH BALLS	1,930,743	74/497,269
SUNSPIRE SHOOTING STARS	1,911,621	74/497,267
SUNSPIRE TOFFEE CRUNCH	2,226,738	75/303,574
SWEETS TO GO	2,352,746	75/560,585
TROPICAL SOURCE	1,907,898	74/414,671
TRULY INSPIRED NATURAL	2,201,542	75/415,673
A DELICIOUS NATURAL BLAST		75/670,218
AH LASKA		76/106,565
COOL FRUIT POWER		75/495,083
COOL FRUITS		75/493,862
COOL FRUITS		75/331,482
COOL FRUITS		75/288,769
COOL GELS		75/392,201
DIP STICKS		76/112,785
FIRE STICKS		75/927,767
FRUITALYTE		75/847,757
FRUITANICALS		75/495,154
FRUITHEAD		76/029,581
HAWAII'S DIAMOND HEAD DELIGHTS		75/924,529
INSPIRED NATURAL FOODS		75/862,627
JAM-A-GRAM		75/572,902
LEMON SQUEEZER		75/506,274
POWER ICE		75/894,327
PREVENTION POPS		75/884,294
PUMPADAMIA		76/106,566

REAL-AID		75/620,616
REFLEX		75/341,591
SKINNY		76/118,099
SKINNY DIPPERS		76/106,579
SKINNY STICKS		75/741,653
SKY HIGH		75/680,144
SKY-HIGH		75/750,449
SOYCORN		76/047,931
SUNKORN		75/883,359
TROPICAL FREEZERS		75/978,491
TROPICAL FREEZERS		75/593,332
TRULY INSPIRED NATURAL FOODS		75/862,455

Foreign Trademark Registrations and Applications

Mark	Country	Registration No.	Application No.
COOL FRUITS	Bermuda	26187	
SKINNY	Canada	414248	
COOL FRUITS	Canada		880 276
CLOUD NINE	Canada	414007	
LIONS AND TIGERS AND BEARS	Canada	470,828	
PUMPKORN	Canada	530255	1 003 132
SKINNY STICKS	Canada	564049	1 019 507
SKINNY BITS	Canada		1 019 508
SPEAK EASY	Canada	158,165	
SUNSPIRE	Canada	556344	
TROPICAL SOURCE	Canada	439250	
CLOUD NINE	Community Trademark	000190827	
SUNSPIRE	Community Trademark	1305283	
TROPICAL SOURCE	Community Trademark	000042341	
COOL FRUITS	France	93449585	
CLOUD NINE (with Katakana)	Japan	3,067,673	
LORIVA	Japan	4,295,410	

SUNSPIRE	Japan	4418050	
TROPICAL SOURCE (with Katakana)	Japan	3,260,216	
COOL FRUITS	Mexico	474,347	
TROPICAL SOURCE	Mexico	502,343	
CLOUD NINE (stylized)	United Kingdom	1,575,372	
LORIVA	United Kingdom	2,154,629	
TROPICAL SOURCE	United Kingdom	1,558,291	