08-08-2003

Form PTO-1594
1-31-92 8-4-03

102519772

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):

Bud Antle, Inc.

☐ Individuals ☐ Association
☐ General Partnership ☐ Limited Partnership

x Corporation – California
☐ Other

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

2. Name and address of receiving party(ies):

Name: Deutsche Bank AG New York Branch

Internal Address:

Street Address: 31 West 52nd Street

City: New York State: NY Zip Code: 10019

☐ Individual(s) citizenship

☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation
x Other Collateral Agent

3. Nature of conveyance:

☐ Assignment ☐ Merger
x Security Interest ☐ Change of Name
☐ Other

Execution Date: March 28, 2003

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

A. Trademark Application No.(s)

78/218909

Trademark Registration No.(s)

656883	866928	1492507	1291420
1639228	1285479	1265902	713986
1353158	1145209	903969	766114
748138	748552	2518790	

Additional numbers attached? ☐ Yes x No

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

Name: Helen Bruno, Senior Legal Assistant

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: New York ZIP: 10036

6. Total number of applications and registrations involved: 16

7. Total fee (37 CFR 3.41): ..... $ 415.00

x Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number:

23-1705

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

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.

Helen Bruno — Name of Person Signing

H Bruno — Signature

August 4, 2003 — Date

Total number of pages comprising cover sheet: 8

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

Do not detach this portion

08/07/2003 DBYRNE 00000022 78218909
01 FC:8521 40.00 OP
02 FC:8522 375.00 OP

Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services
Director of US Patent and Trademark Office
PO Box 1450
Alexandria, VA 22313-1450

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 UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Bud Antle, Inc., a California corporation (the "Grantor") with principal offices at 639 S. Sanborn Road, Salinas, CA 93901, hereby grants to Deutsche Bank AG New York Branch, as Collateral Agent, with principal offices at 31 West 52nd Street, New York, NY 10019, (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the U.S. Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of March 28, 2003 (as amended, modified, restated and/or supplemented from time to time, the "U.S. Security Agreement"). Upon the occurrence of the Termination Date (as defined in the U.S. Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the U.S. Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the U.S. Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the U.S. Security Agreement, the provisions of the U.S. Security Agreement shall govern.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 28th day of March, 2003.

BUD ANTLE, INC., Grantor

By _____

Name: **RICHARD DAHL**

Title: **VICE PRESIDENT**

STATE OF New York)
) ss.:
COUNTY OF New York)

On this 28th day of March, 2003, before me personally came _____ **RICHARD DAHL** who, being by me duly sworn, did state as follows: that he is **VICE PRESIDENT** of Bud Antle, Inc., that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said Corporations.

Notary Public

ROBERT J. MINCEMOYER
Notary Public, State of New York
No. 02MI6081132
Qualified in New York County
Commission Expires Sept. 30, 2006

NEWYORK 1019832 v1 (2K)

DEUTSCHE BANK AG NEW YORK BRANCH,
as Collateral Agent and Grantee

By _____
Name: Scottye Lindsey
Title: Vice President

By _____
Name: ALEXANDER BICI
Title: VICE PRESIDENT

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 27 day of March, 2003, before me personally came Scottye D. Lindsey who, being by me duly sworn, did state as follows: that he is Vice President of Deutsche Bank AG New York Branch, that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

Notary Public

Peter W. Helf
Notary Public, State of New York
Qualified in Suffolk County
No. 01HE6030586
Commission Expires 9/13/2005

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 27 day of March, 2003, before me personally came _____ Alexander Bizi who, being by me duly sworn, did state as follows: that [s]he is Vice President of Deutsche Bank AG New York Branch, that [s]he is authorized to execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.

Notary Public

JOJEAN TRAN
Registration No. 01TR6013241
New York County
July 15, 2003

SCHEDULE A

MARK	APPLICATION NO.	APPLICATION DATE	REG. NO.	REG. DATE
BEAVER DESIGN	700,349	20-Dec-55	656,883	07-Jan-58
BUD & BANDED ROSEBUD DESIGN	045,216	02-Apr-90	1,639,228	26-Mar-91
BUD ARCTIC PAK W/ROSEBUD & SNOWFLAKE DESIGN	385,212		1,353,158	06-Aug-85
BUD OF CALIFORNIA & ROSE DESIGN	134,429	21-Dec-61	748,138	16-Apr-63
DUCOR KING (stylized)	72/304,283	05-Aug-68	866,928	18-Mar-69
GREEN JADE (Stylized)	73/430,596	16-Jun-83	1,285,479	10-Jul-84
PARK AVENUE (Design)	73/214,477	07-May-79	1,145,209	30-Dec-80
RICK OF CALIFORNIA			0,748,552	
RICK OF CALIFORNIA & DESIGN	73/694,207	09-Nov-87	1,492,507	14-Jun-88
SHADOW MOUNTAIN	73/380,125	16-Aug-82	1,265,902	31-Jan-84
SUN GIANT	72/362,451	12-Jun-70	903,969	08-Dec-70
SUN GIANT	78/011,671	07-Jun-00	2518790	11-Dec-01
SUN GIANT & BAR DESIGN	371,526	25-Jun-82	1,291,420	21-Aug-84
SUN GIANT & SUNRISE DESIGN	78/218909	25-Feb-03		
TASTY FRUIT	72/75308	08-Jun-59	713986	11-Apr-61
TASTYSWEET (DESIGN)	172,188	01-Jul-63	766,114	03-Mar-64