

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Notice of Grant of Security Interest
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
EUROFRESH INC.		05/14/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	BANK OF AMERICA, NATIONAL ASSOCIATION, as Administrative Agent
Street Address:	1455 Market Street, 5th Floor
Internal Address:	CA5-701-05-19
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94103
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 3		
Property Type	Number	Word Mark
Registration Number:	1679579	EUROFRESH
Serial Number:	76562757	EURO FRESH FARMS
Serial Number:	76562756	EUROFRESH FARMS

CORRESPONDENCE DATA	
Fax Number:	(919)416-8339
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(919) 286-8028
Email:	PTO_TMconfirmation@mvalaw.com
Correspondent Name:	Moore & Van Allen PLLC
Address Line 1:	2200 W. Main Street, Suite 800
Address Line 4:	Durham, NORTH CAROLINA 27705

ATTORNEY DOCKET NUMBER:	017625.2658-CLE/TKA
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NAME OF SUBMITTER:	Charles L. Evans
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Total Attachments: 3

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**TRADEMARK
 REEL: 002876 FRAME: 0418**

OP \$90.00 1679579

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of May 14, 2004 (the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
1679579	EUROFRESH	3/17/92

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Applications</u>
76562757	EURO FRESH FARMS (Stylized)	11/17/03
76562756	EUROFRESH FARMS (Stylized)	11/17/03

The Obligors and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

EUROFRESH INC.

By: 
Name: Frank van Straalen
Title: Treasurer, Secretary and
Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____
Name: _____
Title: _____

The Obligors and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

EUROFRESH INC.

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: 
Name: ROBERT RITTELMAYER
Title: VICE PRESIDENT