

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Spruce Naturals, LLC		12/17/2004	Limited Liability Corporation: ARIZONA

RECEIVING PARTY DATA	
Name:	Wachovia SBA Lending, Inc.
Street Address:	1620 E. Roseville Parkway, Ste. 100
City:	Roseville
State/Country:	CALIFORNIA
Postal Code:	95661
Entity Type:	CORPORATION: NEW JERSEY

PROPERTY NUMBERS Total: 3		
Property Type	Number	Word Mark
Registration Number:	2181478	SINCE 1380 MONTEBELLO ARTISAN PASTA IMPORTED ORGANIC FROM ITALY SPAGHETTI
Registration Number:	2507754	LAPAS
Registration Number:	2748927	VILLA FLOR

CORRESPONDENCE DATA	
Fax Number:	(602)734-3750
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	602.262.5311
Email:	TRADEMARKS@LRLAW.COM
Correspondent Name:	Sean D. Garrison
Address Line 1:	40 N. Central Avenue
Address Line 2:	Suite 1900
Address Line 4:	Phoenix, ARIZONA 85004

ATTORNEY DOCKET NUMBER:	42737-2
NAME OF SUBMITTER:	Karen I. Wildman


CH \$90.00 2181478

Total Attachments: 2
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MEMORANDUM OF SECURITY INTEREST IN TRADEMARK AND REGISTRATION

This Memorandum of Security Interest in Trademark and Registration evidences and confirms the following:

1. Spruce Naturals, LLC., an Arizona corporation ("Assignor"), for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by Assignor, pursuant to the Loan and Security Agreement executed 12-17-04, creates, grants and assigns to Wachovia SBA Lending, Inc., a New Jersey corporation ("Secured Party"), effective as of 12-17-04, a continuing security interest in all rights, title, and interest in the names and trademarks identified in Schedule 1 attached hereto, and the goodwill of the business symbolized by and associated with the trademarks and Registrations.
2. This security interest pertains to Assignor's rights everywhere throughout the world.
3. Assignor has not granted any assignment, mortgage, license or other interest affecting its rights and/or the property herein conveyed to any third party and that Assignor has the full right to enter into and convey the rights described in the Security Agreement and this Memorandum of Security Interest.

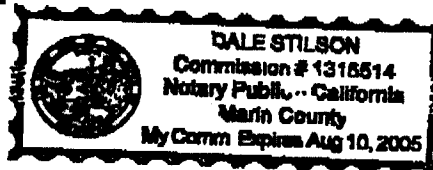
Spruce Naturals, LLC,
 By: 
 Name: Kendall Cook
 Its: _____

^{CAL}
 STATE OF Arizona
^{MARIN}
 County of Yavapai } ss.

The foregoing instrument was acknowledged before me on 12/17/04 by Kendall Cook of Spruce Naturals, LLC, an Arizona corporation, on behalf of the corporation.


 Notary Public

My Commission Expires:
8-10-5



157876.1

SCHEDULE I

LIST OF TRADEMARK REGISTRATIONS

U.S. Registrations

Mark	Registration No.	Registration Date
Design, SINCE 1990 MONTEBELLO ARTISAN PASTA IMPORTED ORGANIC FROM ITALY SPAGHETTI	2,181,478	04/11/1998
LAPSE	2,807,754	11/13/2001
VILLA FLOR	2,748,887	09/15/2003

1/17/04