

07-02-2004

Form PTO-1594
1-31-92RECORDATION FORM
TRADEMART OF COMMERCE
ark Office

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/ thereof.

To the Honorable Commissioner of Patents and Trademarks: Ple

1. Name of conveying party(ies):

Keystone Foods LLC

2004 JUN 25 AM 9:05

☐ Individuals☐ General Partnership -☐ Corporation-State -☒ Other - a Delaware limited liability company☐ Association☐ Limited PartnershipAdditional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

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

Execution Date: June 16, 2004

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

A. Trademark Application No.(s)

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

Name: Deutsche Bank Trust Company Americas

Internal Address:

Street Address: 60 Wall Street

City: New York State: NY ZIP: 10005

☐ Individual(s) citizenship☐ Association☐ General Partnership☐ Limited Partnership☐ Corporation-☒ Other Collateral Agent

Trademark Registration No.(s)

2084795, 2306221, 1698455, 2788438 and 2372678

Additional numbers attached? ☒ Yes ☐ No

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

Name: Elizabeth A. Nunn, Senior Legal Assistant

Internal Address: c/o White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: New York ZIP: 10036

6. Total number of applications and registration involved

5

7. Total fee (37 CFR 3.41):

☒ Enclosed

\$140

☒ Authorized to be charged to deposit account

8. Deposit account number:

23-1705 (in event of deficiency)

(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.

Elizabeth A. Nunn

Name of Person Signing

Signature

June 25, 2004

Date

Total number of pages comprising cover sheet:

8

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

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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.

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TRADEMARK
REEL: 003001 FRAME: 0821

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
COOSA VALLEY FOODS	2,084,795	July 29, 1997
K KEY FARMS FOODSERVICE and Design	2,306,221	January 4, 2000
KEY FARMS	1,698,455	June 30, 1992
KEY FARMS and Design	2,788,438	December 2, 2003
Miscellaneous Design	2,372,678	August 1, 2000

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Keystone Foods LLC, a Delaware limited liability company (the "Grantor") with principal offices at Five Tower Bridge, 300 Barr Harbor Drive, Suite 600, West Conshohocken, PA, 19428, hereby grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 60 Wall Street, New York, New York 10005 (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 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 June 16, 2004 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the 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 Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the 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 Security Agreement, the provisions of the 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

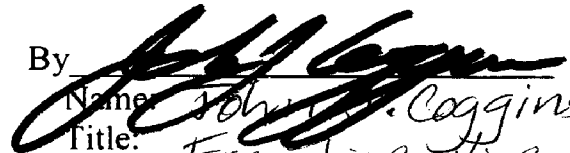
⁴
16 day of June, 2004.

Keystone Foods LLC, Grantor

By

Name:

Title:


John P. Caggins
Executive Vice President

DEUTSCHE BANK TRUST COMPANY
AMERICAS,

as Collateral Agent and Grantee

By

Name:

Title:

STATE OF New York
COUNTY OF New York) ss:

On this 16th day of June, 2004, before me personally came John
J. Coggins who, being by me duly sworn, did state as follows: that he is
Executive Vice President of Keystone Foods LLC, that he is authorized to execute the foregoing Grant
on behalf of said company and that he did so by authority of the [Board of Directors] of said
company.

Rana S. Ramias
Notary Public

RANA S. RAMIAS
Notary Public, State of New York
No. 01RA6027334
Qualified in Suffolk County
Certificate Filed in New York County
Commission Expires July 6, 2007

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

16th day of June, 2004.

Keystone Foods LLC, Grantor

By _____

Name:

Title:

DEUTSCHE BANK TRUST COMPANY
AMERICAS,

as Collateral Agent and Grantee

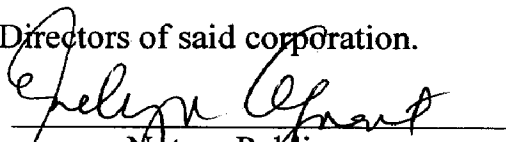
By Heather Sandberg

Name:

Title:

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

On this 16th day of June, 2004, before me personally came Scottye Lindsey who, being by me duly sworn, did state as follows: that he is a Director of Deutsche Bank Trust Company Americas, 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

EVELYN AGNANT
Notary Public, State of New York
No. 02AG601977
Qualified in Westchester County
Commission Expires May 5, 2007