

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Shearer's Foods, Inc.		05/06/2005	CORPORATION: OHIO

RECEIVING PARTY DATA

Name:	Roynat Merchant Capital Inc., as Collateral Agent
Street Address:	100 North Tryon Street
Internal Address:	Suite 3720
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28202
Entity Type:	CORPORATION: OHIO

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	2805553	TIRITAS
Registration Number:	2720617	DIPSTER
Registration Number:	2666407	
Registration Number:	2666406	
Registration Number:	2326737	LUNCH BUNCH
Registration Number:	2202051	SHEARER PERFECTION IN EVERY BAG
Registration Number:	2026708	CLASSIC GOLD
Registration Number:	1621442	GRANDPA'S CHOICE
Registration Number:	1620176	MESQUITE GRANDPA'S CHOICE
Serial Number:	78572203	SHEARER'S
Serial Number:	78246325	NAPA VALLEY SNACKS A DELICIOUS BLEND OF AROMAS, TEXTURE, TASTE AND PERSONALITY
Serial Number:	78246317	NAPA VALLEY FOODS
Serial Number:	78246312	NAPA VALLEY SNACKS

OP \$365.00 2805553

Serial Number:

76573119

SHEARER'S

CORRESPONDENCE DATA

Fax Number: (919)416-8339

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 919 286-8049

Email: PTO_TMconfirmation@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 430 Davis Drive

Address Line 2: Suite 500

Address Line 4: Morrisville, NORTH CAROLINA 27650

NAME OF SUBMITTER:

Charles L. Evans

Signature:

/Charles L. Evans/

Date:

05/16/2005

Total Attachments: 4

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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 Agreement dated as of May 6, 2005 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Grantors thereto (each an "Grantor" and collectively, the "Grantors") and Roynat Merchant Capital Inc., as Collateral Agent (the "Collateral Agent") for the lenders referenced therein (the "Lenders"), the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark</u>	<u>Date of Trademark</u>
	See Schedule A attached hereto.	

TRADEMARK APPLICATIONS

<u>Trademark Application No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Application</u>
	See Schedule A attached hereto.	

The Grantors and the Collateral Agent, on behalf of the Lenders, 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 Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

SHEARER'S FOODS, INC.,
an Ohio corporation

By: Robert Shearer
Name: ROBERT J. SHEARER
Title: President

Acknowledged and Accepted:

ROYNAT MERCHANT CAPITAL INC.,
as Collateral Agent

By: _____
Name: _____
Title: _____

The Grantors and the Collateral Agent, on behalf of the Lenders, 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 Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

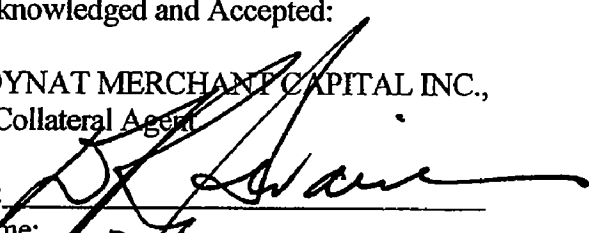
Very truly yours,

SHEARER'S FOODS, INC.,
an Ohio corporation

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

ROYNAT MERCHANT CAPITAL INC.,
as Collateral Agent

By: 
Name: David R. Swaine
Title: President

**Shearer's Foods, Inc.
(Ohio Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
TIRITAS	2805553	1/13/04
DIPSTER	2720617	6/3/03
DESIGN	2666407	12/24/02
DESIGN	2666406	12/24/02
LUNCH BUNCH	2326737	3/7/00
SHEARER PERFECTION IN EVERY BAG	2202051	11/3/98
CLASSIC GOLD and Design	2026708	12/31/96
GRANDPA'S CHOICE and Design	1621442	11/6/90
MESQUITE GRANDPA'S CHOICE and Design	1620176	10/30/90

Pending Applications

Mark	Application No.	Filing Date
SHEARER'S and Design	78572203	2/22/05
NAPA VALLEY SNACKS A DELICIOUS BLEND OF AROMAS, TEXTURE, TASTE AND PERSONALITY and Design	78246325	5/6/03
NAPA VALLEY FOODS	78246317	5/6/03
NAPA VALLEY SNACKS	78246312	5/6/03
SHEARER'S and Design	76573119	1/30/04