

12-30-2004

Form PTO-1594  
(Rev. 03/01)

RE



U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002)

102913710

Tab settings ⇨ ⇨ ⇨ ▼ ▼ ▼

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

12-13-04

1. Name of conveying party(ies):

Palm Bay Imports, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other \_\_\_\_\_

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

2. Name and address of receiving party(ies)

Name: JPMorgan Chase Bank, N.A., as Admin. Agent

Internal

Address: \_\_\_\_\_

Street Address: P.O. Box 2558, LPS 8-111-F-301

City: Houston State: TX Zip: 77252

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State \_\_\_\_\_
- Other New York Banking Corporation

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other \_\_\_\_\_

Execution Date: November 30, 2004

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

A. Trademark Application No.(s)

75/477014

B. Trademark Registration No.(s)

706805

Additional number(s) attached  Yes  No

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

Name: Nicole Lehman

Internal Address: Kaye Scholer LLP

Street Address: 425 Park Avenue

City: New York State: NY Zip: 10022-3598

6. Total number of applications and registrations involved: .....

7. Total fee (37 CFR 3.41)..... \$ 265.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

(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.

Nicole Lehman

Name of Person Signing

Nicole Lehman  
Signature

12/7/04  
Date

Total number of pages including cover sheet, attachments and document:

12/29/2004 HBETACHE 00000136 75477014

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

01 FC:8521  
02 FC:8522

30760118.PDF

40.00 OP  
225.00 OP



12-13-2004

U.S. Patent & TMO/TM Mail Rcpt Dt. #11

TRADEMARK  
REEL: 003098 FRAME: 0944

**CONTINUATION OF SECTION 4.A. AND 4.B.  
(Trademark Application No.(s) and Trademark Registration No.(s))**

**TRADEMARKS APPLICATION NO.(S)**

<b><u>Trademark</u></b>	<b><u>Application Date</u></b>	<b><u>Application No.</u></b>
VEUVE ROYALE	04/30/1998	(75/477014)
IT'S ALL ABOUT TASTE	01/31/2003	(76/486971)
MAKE IT INTERESTING	01/15/2003	(76/482449)
BLUE FISH	10/25/2004	(78/505456)

**TRADEMARKS REGISTRATION NO.(S)**

<b><u>Trademark</u></b>	<b><u>Registration Date</u></b>	<b><u>Registration No.</u></b>
BON APPLE TITE and Design	03/26/1996	1964442
APPLAUSE	12/22/1998	2213223
POSITIV	07/30/2002	2601336
IT'S ALL ABOUT TASTE	06/18/2002	2582231
START A TRADITION	09/24/2002	2624664
SUTTON & MAXWELL	11/02/2004	2900254

# SECURITY AGREEMENT

## (TRADEMARKS)

WHEREAS, Palm Bay Imports, Inc., a Florida corporation (herein referred to as "Grantor"), has adopted, used and is using the trademarks listed on the annexed Schedule 1 annexed hereto as part hereof, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Grantor is obligated to JPMorgan Chase Bank, N.A., a New York banking corporation, as administrative and collateral agent (referred to herein as the "Grantee") and the other Secured Parties as defined in the Omnibus Pledge and Security Agreement dated as of November \_\_, 2004 (as amended, restated, modified or supplemented from time to time, the "Security Agreement") among Grantor, the other Pledgors named therein and the Grantee for the payment and performance of the Secured Obligations (as defined in the Security Agreement); and

WHEREAS, pursuant to the Security Agreement, Grantor has granted to Grantee a security interest in, and mortgage on, all right, title and interest of Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations;


NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby further grant to Grantee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the assignment of, security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Grantee's address is JPMorgan Chase Bank, N.A., 1166 Avenue of the Americas, New York, NY 10036.

IN WITNESS WHEREOF, Grantor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 30<sup>th</sup> day of November 2004.

PALM BAY IMPORTS, INC.

By:   
Name:  
Title: President

SCHEDULE I TO SECURITY AGREEMENT

TRADEMARKS

<u>Trademark</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
BON APPLE TITE and Design	04/18/1996	706805
BON APPLE TITE and Design	03/16/1998	491461
BON APPLE TITE and Design	04/22/1996	175426
BON APPLE TITE and Design	04/22/1996	96/05293
BON APPLE TITE and Design	03/20/1998	1562689
BON APPLE TITE and Design	03/26/1996	1964442
APPLAUSE	12/22/1998	2213223
POSITIV	07/30/2002	2601336
IT'S ALL ABOUT TASTE	06/18/2002	2582231
START A TRADITION	09/24/2002	2624664
SUTTON & MAXWELL	11/02/2004	2900254
VEUVE ROYALE	04/30/1998	(75/477014)
IT'S ALL ABOUT TASTE	01/31/2003	(76/486971)
MAKE IT INTERESTING	01/15/2003	(76/482449)
BLUE FISH	10/25/2004	(78/505456)