

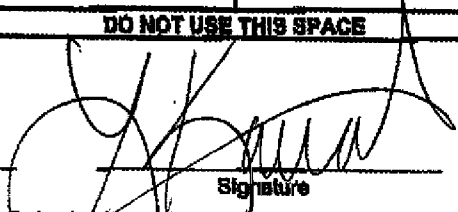
Form PTO-1594 (Rev. 03/01) OMB No. 0681-0027 (exp. 6/31/2002)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office
18103-2255

Tab settings ⇒ ⇒ ⇒ ▼ ▼ ▼ ▼ ▼ ▼

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

<p>1. Name of conveying party(ies): <u>Tarby of Delaware, Inc.</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <u>Delaware Corp.</u></p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>Morgan Trust Company, N.A.</u> Internal _____ as agent Address: _____</p> <p>Street Address: <u>227 W. Monroe</u> City: <u>Chicago</u> State: <u>IL</u> Zip: <u>60606</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input checked="" type="checkbox"/> Other <u>National Association</u></p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>December 23, 2005</u></p>	<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) _____</p> <p style="text-align: center;">Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Laura Konrath</u> Internal Address: <u>Winston & Strawn LLP</u> _____ _____ Street Address: <u>35 W. Wacker Dr.</u> _____ City: <u>Chicago</u> State: <u>IL</u> Zip: <u>60601</u></p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 3.41).....\$ <u>40</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>232428</u></p>
DO NOT USE THIS SPACE	
<p>9. Signature. <u>Laura Konrath</u> Name of Person Signing  <u>3/27/06</u> Signature Date</p> <p style="font-size: small; text-align: center;">Total number of pages including cover sheet, attachments, and document: 1</p>	

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

CH \$40.00 232428 78430821

Continuation

SCHEDULE A

Item 7

TARBY OF DELAWARE, INC.

<u>Trademark</u>	<u>Country</u>	<u>Application No./ Registration No.</u>
TITAN	USA	78/430,821

TRADEMARK

REEL: 003279 FRAME: 0765

5

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Tarby of Delaware, Inc., a Delaware corporation (the "Grantor") with principal offices at 2205 E. L. Anderson Boulevard, Claremore, Oklahoma, 74017, hereby assigns and grants to J. P. Morgan Trust Company, National Association, as Collateral Agent, with offices at 227 W. Monroe Street, Suite 2600, Chicago, Illinois, 60606 (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 Secured 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 December 23, 2005 (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 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.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 23rd day of December, 2005.

TARBY OF DELAWARE, INC., as Grantor

By: 
Name: Kevin J. Brown
Title: Treasurer

J. P. MORGAN TRUST COMPANY,
NATIONAL ASSOCIATION,
as Collateral Agent and Grantee

By: _____
Name:
Title:

[Signature Page to Grant of Security Interests in U.S. Trademarks]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 28th day of December, 2005.

TARBY OF DELAWARE, INC., as Grantor

By: _____
Name:
Title:

J. P. MORGAN TRUST COMPANY,
NATIONAL ASSOCIATION,
as Collateral Agent and Grantee

By: George N. Reaves
Name: **GEORGE N. REAVES**
Title: **VICE PRESIDENT**

[Signature Page to Grant of Security Interests in U.S. Trademarks]

STATE OF OHIO)
) ss:
COUNTY OF MONTGOMERY

On this 22 day of December, 2005, before me personally came KEVIN J. BROWN, who, being by me duly sworn, did state as follows: that [s]he is TREASURER of Tarby of Delaware, Inc., that [s]he is authorized to execute the foregoing Grant on behalf of said Tarby of Delaware, Inc. and that [s]he did so by authority of the Board of Directors of said Tarby of Delaware, Inc.

Mari Manovich
Notary Public

MARI MANOVICH Attorney at Law
Notary Public State of Ohio
My Commission has no expiration date
Section 147.06 G. S. C.

[Signature Page to Grant of Security Interests in U.S. Trademarks]

SCHEDULE ATARBY OF DELAWARE, INC.

<u>Trademark</u>	<u>Country</u>	<u>Application No./ Registration No.</u>
TITAN	USA	78/430,821