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
Forward Foods, LLC		09/01/2006	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Next Proteins, Inc.
Street Address:	2283 Cosmos Court
City:	Carlsbad
State/Country:	CALIFORNIA
Postal Code:	92011
Entity Type:	CORPORATION: CALIFORNIA

Name:	The CIT Group/Commercial Services, Inc.
Street Address:	300 South Grand Avenue, 2nd Floor
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90071
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Serial Number:	78505966	"GRAB TO GO"
Serial Number:	78478442	BONANZA
Serial Number:	76390193	DETOUR
Serial Number:	78250820	JOYRIDE
Serial Number:	78388755	LOSE THE WAIST, NOT THE TASTE
Serial Number:	78222114	ONEWAY
Serial Number:	76360578	PDUF

CH $290.00 78505966

Serial Number:	78612853	PROTEIN PLEASURE YOU CAN MEASURE
Serial Number:	78184574	SLIMWHEY
Serial Number:	78739883	TO A NEW STATE OF TASTE
Serial Number:	78199944	U-TURN

CORRESPONDENCE DATA

Fax Number: (213)630-5728

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

Phone: 213-891-5011

Email: jhawke@buchalter.com

Correspondent Name: Jody Hawke

Address Line 1: 1000 Wilshire Boulevard, Suite 1500

Address Line 4: Los Angeles, CALIFORNIA 90017-2457

ATTORNEY DOCKET NUMBER:	C3756-0003
NAME OF SUBMITTER:	Jody Hawke
Signature:	/Jody Hawke/
Date:	09/12/2006

Total Attachments: 5

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

FORWARD FOODS LLC, a Delaware limited liability company (the "Grantor"), with an office at 5750 Fleet Street, Suite 100, Carlsbad, California 92008, hereby acknowledges, as of September 1, 2006, the following:

Grantor, NEXT PROTEINS, INC., a California corporation ("Next"), THE CIT GROUP/COMMERCIAL SERVICES, INC., a New York corporation ("CIT" and together with Next, the "Lenders"), and CIT, as agent for the Lenders ("Agent"), with an office at 300 South Grand Avenue, 2nd Floor, Los Angeles, California, are parties to that certain Financing Agreement, dated as of September 1, 2006 (the "Financing Agreement"); and

Under the terms of the Financing Agreement entered into by and among Grantor, Lenders and Agent, Grantor has granted to Agent, for the benefit of Lenders, a security interest in: (a) the trademark registrations and applications which are identified on Schedule A attached hereto and incorporated herein by this reference (the "Trademarks"), together with the goodwill thereto; (b) the patents and patent applications which are identified on Schedule B attached hereto and incorporated herein by this reference (the "Patents"), and (c) the copyright registrations and copyright licenses which are identified on Schedule C attached hereto and incorporated herein by this reference (the "Copyrights") owned by Grantor, which Trademarks, Patents, and Copyrights are appurtenant, and all actions for infringement concerning the foregoing.

Nothing contained in this Intellectual Property Security Agreement shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Agent may have in any other collateral described in the Financing Agreement or otherwise. Capitalized terms used but not defined herein shall have the meanings given them in the Financing Agreement.

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TRADEMARK
REEL: 003388 FRAME: 0178

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the date written first above.

FORWARD FOODS, LLC,
a Delaware limited liability company

By: Edward A. Burr
Name: EDWARD A. BURR
Title: SECRETARY

TRADEMARK
REEL: 003388 FRAME: 0179

SCHEDULE A

TRADEMARKS

Registered Trademarks:

Trademark Description	Registration Number	Registration Date

Trademarks (Applied For):

Trademark Description	Serial Number	Date Filed
GRAB TO GO	78505966	10/26/2004
BONANZA	78478442	09/03/2004
DETOUR	76390193	03/29/2002
JOYRIDE	78250820	05/16/2003
LOSE THE WAIST, NOT THE TASTE	7838755	03/22/2004
ONEWAY	78222114	03/05/2003
PDUF	76360578	01/22/2002
PROTEIN PLEASURE YOU CAN MEASURE	78612853	04/20/2005
SLIMWHEY	78184574	11/13/2002
TO A NEW STATE OF TASTE	78739883	10/25/2005
U-TURN	78199944	01/03/2003

SCHEDULE B

PATENTS

Patents Issued:

Patent Description	Patent Number	Issue Date

Patents Pending:

Patent Description	Application Number	Date Filed
Stimulant Containing Nutrition Bar Product and Method of Manufacture	11/488,536	07/17/2006 (Utility)
Stimulant Containing Nutrition Bar Product and Method of Manufacture	06/27740	07/18/2006 (PCT)

SCHEDULE C

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None reported by Borrower.