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
Shakey's USA, Inc.		12/31/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Sterling Foods, Inc.
Street Address:	3813 Durbin Street
City:	Irwindale
State/Country:	CALIFORNIA
Postal Code:	91706
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 25

Property Type	Number	Word Mark
Registration Number:	3350335	SHAKEY'S PIZZA PARLOR EST. 1954
Registration Number:	3350333	SHAKEY'S PIZZA & GRILL EST. 1954
Registration Number:	3350264	SHAKEY'S PIZZA & GRILL
Serial Number:	78786846	SHAKEY'S GRILL
Registration Number:	3186530	SHAKEY'S USA
Registration Number:	3185594	PIZZARITO
Registration Number:	3058898	MO JO
Registration Number:	3045494	SHAKEY'S FIRE BAKED CHICKEN
Registration Number:	3021004	WORLD'S GREATEST PIZZA
Registration Number:	2716028	MEXICAN FIESTA
Registration Number:	2597827	SHAKEY'S IT'S TIME
Registration Number:	1985736	SHAKEY'S
Registration Number:	1988616	THE PIZZA THAT STARTED IT ALL
Registration Number:	1974592	MO JO SHAKEY'S

OP $640.00 3350335

Registration Number:	1771676	MOJO
Registration Number:	1728380	ALL-AMERICAN BUFFET
Registration Number:	1445725	SHAKEY'S
Registration Number:	1440282	SHAKEY'S PIZZA & BUFFET RESTAURANT
Registration Number:	1397221	SHAKEY'S PIZZA RESTAURANT
Registration Number:	1339767	SHAKEY'S PIZZA RESTAURANT
Registration Number:	1008087	SHAKEY'S
Registration Number:	0965257	BUNCH OF LUNCH
Registration Number:	0817896	SHAKEY'S
Registration Number:	0811107	SHAKEY'S PIZZA PARLOR AND YE PUBLIC HOUSE
Registration Number:	0721138	SHAKEY'S

CORRESPONDENCE DATA

Fax Number: (213)452-1222

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

Phone: 213.452.1220

Email: jabasto@gracelaw.com

Correspondent Name: Grace & Grace LLP

Address Line 1: 444 S. Flower St., Ste. 3875

Address Line 4: Los Angeles, CALIFORNIA 90071

ATTORNEY DOCKET NUMBER:	STERLING
NAME OF SUBMITTER:	Jill M. Abasto
Signature:	/jill m abasto/
Date:	03/26/2008

Total Attachments: 3

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NOTICE OF SECURITY INTEREST IN TRADEMARKS

This Notice of Security Interest in Trademarks is dated as of December 31, 2007 with respect to the Trademarks of Shakey's, USA, Inc , a Delaware corporation ("Grantor"), for the benefit of Sterling Foods, Inc , a California corporation ("Secured Party")

PLEASE TAKE NOTICE THAT pursuant to that certain June 1, 2002 Security Agreement, Grantor has conveyed, pledged, assigned and transferred to the Secured Party, and has granted to the Secured Party, a security interest in all presently registered trademarks and service marks, and all applications for registration of trademarks and service marks, of Grantor as set forth on Schedule 1 hereto, and all trademarks and service marks hereafter applied for and/or registered, together with the goodwill of the business symbolized thereby, to secure the performance and observance of certain of Grantor's Obligations pursuant to the May 31, 2002 Settlement Agreement, the June 1, 2002 Security Agreement, the June 1, 2002 Long-Term Agreement and related agreements between Grantor's predecessor in interest and Sterling Foods, Inc and to secure the performance and observance of certain of Grantor's Obligations pursuant to the May 31, 2002 Settlement Agreement, the Security Agreement, the Long-Term Agreement and related agreement between Grantor's predecessor in interest and Montel, Incorporated

IN WITNESS WHEREOF, the duly authorized representatives of the parties have executed this Agreement at Los Angeles, California as of the date first written above

GRANTOR:	**SECURED PARTY:**
SHAKEY'S USA, INC.	**STERLING FOODS, INC.**
a Delaware corporation	**a California corporation**
By	**By**
Title PRESIDENT / CEO	**Title** President
Dated 3/19/08	**Dated** 3/18/08

SCHEDULE 1

U.S. TRADEMARK REGISTRATIONS AND PENDING APPLICATIONS

TRADEMARK	REGISTRATION OR SERIAL NO.	REGISTRATION OR FILING DATE
SHAKEY'S PIZZA PARLOR EST 1954 (and design)	3350335	12/4/07
SHAKEY'S PIZZA & GRILL EST 1954 (and design)	3350333	12/4/07
SHAKEY'S PIZZA & GRILL	3350264	12/4/07
SHAKEY'S GRILL	78/786846	1/6/06 (filing date)
SHAKEY'S USA (and design)	3186530	12/19/2006
PIZZARITO	3185594	12/19/06
MO JO (and design)	3058898	2/14/06
SHAKEY'S FIRE BAKED CHICKEN	3045494	1/17/06
WORLD'S GREATEST PIZZA	3021004	11/29/05
MEXICAN FIESTA	2716028	5/13/03
SHAKEY'S IT'S TIME	2597827	7/23/02
SHAKEY'S (stylized)	1985736	7/9/96
THE PIZZA THAT STARTED IT ALL	1988616	7/23/96
MO JO SHAKEY'S (and design)	1974592	5/21/96
MOJO	1771676	5/18/93
ALL-AMERICAN BUFFET	1728380	10/27/92
SHAKEY'S (stylized)	1445725	6/30/87
SHAKEY'S PIZZA & BUFFET RESTAURANT (and design)	1440282	5/19/87
SHAKEY'S PIZZA RESTAURANT (and design)	1397221	6/10/86
SHAKEY'S PIZZA RESTAURANT (and design)	1339767	6/4/85
SHAKEY'S	1008087	4/1/75
BUNCH OF LUNCH	0965257	7/31/73
SHAKEY'S	0817896	11/1/66
SHAKEY'S PIZZA PARLOR AND YE PUBLIC HOUSE	0811107	7/12/66
SHAKEY'S	0721138	9/5/61

FOREIGN TRADEMARK REGISTRATIONS

MARK	COUNTRY	REG. NO.
SHAKEY'S	International Register	855164
SHAKEY'S	Mexico	915535
MOJO	International Register	848587
MOJO	Mexico	901989