

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
U Save Foods, Inc.		04/11/2008	CORPORATION: NEBRASKA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A., as Collateral Agent		
<b>Street Address:</b>	100 Federal Street		
<b>Internal Address:</b>	9th Floor		
<b>City:</b>	Boston		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02110		
<b>Entity Type:</b>	National Association:		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2494804	U-SAVE FOODS; IT'S BETTER...WAY BETTER	
<b>Registration Number:</b>	2494807	IT'S BETTER	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(703)415-1557		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	703-415-1555		
<b>Email:</b>	mail@specializedpatent.com		
<b>Correspondent Name:</b>	Christopher E. Kondracki		
<b>Address Line 1:</b>	2001 Jefferson Davis, Hwy., Suite 1007		
<b>Address Line 4:</b>	Arlington, VIRGINIA 22202		
<b>ATTORNEY DOCKET NUMBER:</b>	8040803F		
<b>NAME OF SUBMITTER:</b>	Christopher E. Kondracki		
<b>Signature:</b>	/Christopher E. Kondracki/		

CH \$65.00 2494804

Date:

04/23/2008

**Total Attachments: 4**

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GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, U SAVE FOODS, INC., a Nebraska corporation (the "Grantor") with principal offices at 7600 France Avenue South, P.O. Box 355, Minneapolis, Minnesota 55440-0355, hereby grants to BANK OF AMERICA, N.A., as Collateral Agent, with offices at 100 Federal Street, 9<sup>th</sup> Floor, Boston, MA 02110 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under 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 pledgors from time to time party thereto and the Grantee, dated as of April 11, 2008 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement").

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 as 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.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the  
11<sup>th</sup> day of April, 2008.

U SAVE FOODS, INC., Grantor

By:

  
Name: Kathleen M. Mahoney  
Title: VP, Secretary

BANK OF AMERICA, N.A.,  
as Collateral Agent and Grantee

By:


Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the  
11<sup>th</sup> day of April, 2008.

U SAVE FOODS, INC., Grantor

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

BANK OF AMERICA, N.A.,  
as Collateral Agent and Grantee

By:  \_\_\_\_\_  
Name: Stephen J. Garvin  
Title: Managing Director

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NUMBER/APPLICATION NUMBER</u>	<u>REGISTRATION DATE/APPLICATION DATE</u>
U-Save Foods; It's Better... Way Better	2494804	10/2/01
It's Better	2494807	10/2/01