

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	SECURITY INTEREST
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Ballantine Produce Co., Inc.		04/30/2008	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Bank of the West
Street Address:	6873 N. West Avenue
Internal Address:	Suite 102
City:	Fresno
State/Country:	CALIFORNIA
Postal Code:	93711
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	77068346	GROWER'S TABLE
Serial Number:	77067424	BALLANTINE
Serial Number:	77067275	BALLANTINE
Serial Number:	78802705	WESTERN WAGON
Serial Number:	75528520	SWEET MEMORIES
Serial Number:	75528521	EATUM
Serial Number:	72127523	DUTCH BOY
Serial Number:	72124326	BALLANTINE

CORRESPONDENCE DATA

Fax Number: (310)203-0567  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 310-203-8080  
 Email: trademarkdocket@jmbm.com  
 Correspondent Name: Bernard R. Gans

CH \$215.00 77068346

Address Line 1: Jeffer Mangels Butler & Marmaro LLP  
Address Line 2: 1900 Avenue of the Stars, 7th Floor  
Address Line 4: Los Angeles, CALIFORNIA 90067

ATTORNEY DOCKET NUMBER:	58881-0058
NAME OF SUBMITTER:	Bernard R. Gans
Signature:	/bernard r. gans/
Date:	05/21/2008

**Total Attachments: 4**

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## **TRADEMARK SECURITY AGREEMENT**

BALLANTINE PRODUCE CO., INC., a California corporation ("Grantor"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, grant to Bank of the West, as Lender (in such capacity herein called "Secured Party") and party to that certain Amended and Restated Credit and Security Agreement, entered into by and among Grantor and Lender, dated as of April 30, 2008 ( the "Credit Agreement"), a continuing security interest in the following property:

(i) Each trademark, trademark registration and trademark application listed on **Schedule A** hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application; and

(ii) All proceeds of the foregoing, including without limitation any claim by Grantor against third parties for damages by reason of past, present or future infringement of any trademark or trademark registration listed in **Schedule A** hereto or by reason of injury to the goodwill associated with any such trademark or trademark registration or trademark license, in each case together with the right to sue for and collect said damages;

to secure performance of all Obligations of Grantor under the Credit Agreement.


Grantor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the works of authorship, trademarks, trademark registrations and recordings, and trademark applications made and granted hereby are more fully set forth in the Credit Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

All terms defined in the Credit Agreement, whether by reference or otherwise, when used herein, shall have their respective meanings set forth therein, unless the context requires otherwise.

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be duly executed as of April 30, 2008.

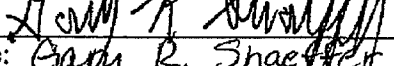
**GRANTOR:**

**BALLANTINE PRODUCE CO., INC., a**  
California corporation

By:   
Name: David Albertson  
Title: Treasurer

**ACCEPTED BY SECURED PARTY:**

**BANK OF THE WEST**

By:   
Name: Gary R. Shaeffer  
Title: Regional Vice President

(signature page to Trademark Security Agreement)

Schedule A to  
**TRADEMARK SECURITY AGREEMENT**  
Trademarks

See attached.

Trademarks

<u>Trademark</u>	<u>Database</u>	<u>Application Number / Registration Number</u>	<u>Owner</u>
GROWER'S TABLE	FEDERAL	App #: 77068346	Ballantine Produce Co., Inc.
Ballantine	FEDERAL	App #: 77067424 Reg #: 3296732	Ballantine Produce Co., Inc.
BALLANTINE	FEDERAL	App #: 77067275	Ballantine Produce Co., Inc.
WESTERN WAGON	FEDERAL	App #: 78802705 Reg #: 3180904	Ballantine Produce Co., Inc.
SWEET MEMORIES	FEDERAL	App #: 75528520 Reg #: 2303812	Ballantine Produce Co., Inc.
EATUM	FEDERAL	App #: 75528521 Reg #: 2341927	Ballantine Produce Co., Inc.
Dutch Boy	FEDERAL	App #: 72127523 Reg #: 0730893	Ballantine Produce Co., Inc.
BALLANTINE	FEDERAL	App #: 72124326 Reg #: 0738320	Ballantine Produce Co., Inc.

TRADEMARK

RECORDED: 05/21/2008

REEL: 003781 FRAME: 0241