

**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
Snack Alliance Inc.		07/21/2008	CORPORATION: OREGON

RECEIVING PARTY DATA

Name:	HSBC Capital (Canada) Inc.
Street Address:	Suite 1100, 885 West Georgia St.
City:	Vancouver, British Columbia
State/Country:	CANADA
Postal Code:	V6C 3E8
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Serial Number:	77144234	RICEWORKS
Serial Number:	77256084	MULTIWORKS
Registration Number:	3299728	RICEWORKS

CORRESPONDENCE DATA

Fax Number: (703)299-0036  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 703-299-0037  
 Email: adrienne@wrb-ip.com, florie@wrb-ip.com  
 Correspondent Name: WRB-IP LLP  
 Address Line 1: 1217 King Street  
 Address Line 4: Alexandria, VIRGINIA 22314

ATTORNEY DOCKET NUMBER:	000321-031
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DOMESTIC REPRESENTATIVE

Name:

CH \$90.00 77144234

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Adrienne L. White

Signature:

/adrienne white/

Date:

07/24/2008

**Total Attachments: 3**

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**TRADEMARK SECURITY AGREEMENT**

This Trademark Security Agreement is entered into as of the 21<sup>st</sup> day, 2008,  
of July

BETWEEN:

**HSBC CAPITAL (CANADA) INC.**, a British Columbia corporation  
having a place of business at Suite 1100, 885 West Georgia Street,  
Vancouver, British Columbia, V6C 3E8

(the "Lender")

AND:

**SNACK ALLIANCE INC.**, an Oregon corporation having a place of  
business at Suite 1900, 1030 West Georgia Street, Vancouver, British  
Columbia, V6E 2Y3

("SAI")

WHEREAS:

- A. SAI is the registered owner of the trademarks, trademark registrations and applications listed on Schedule A attached hereto; and
- B. Nalley's Canada Limited (the "Borrower") has entered into a Loan Agreement dated June 27, 2008, in which the Borrower has agreed to a CAD4,500,000 loan (the "Loan") from the Lender and SAI has agreed to guarantee the Loan and to provide certain security to the Lender, including, executing and delivering this Trademark Security Agreement.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Lender and SAI hereby confirm that SAI has granted to the Lender, in accordance with the terms of the Loan Agreement, a security interest in SAI's entire right, title and interest in and to the trademarks, trademark registrations and applications listed on the attached Schedule A, together with the goodwill of the business symbolized by such marks, to secure the payment, observance and performance of the secured obligations of the Borrower and of SAI as set forth in the Loan Agreement.

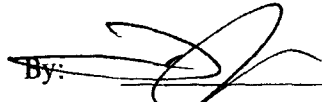
IN WITNESS WHEREOF the parties hereto have executed this Trademark Security Agreement as of the day and year first above written.

"I HEREBY CERTIFY THIS TO BE A TRUE COPY,  
OF THE ORIGINAL DOCUMENT THIS 23 DAY  
OF July, 2008  
[Signature]  
SOLICITOR.....

MARK E. WONG  
19th FLOOR  
885 WEST GEORGIA STREET  
VANCOUVER, B.C. V6C 3E8  
*Barrister & Solicitor*

**THE LENDER:**

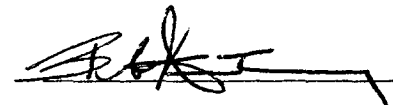
**HSBC CAPITAL (CANADA) INC.**

By:   
Name: Dan Jacques  
Title: Director, Merchant Banking

  
NEIL D. JOHANSEN  
Managing Director, Merchant Banking  
HSBC Capital (Canada) Inc.

**SAI:**

**SNACK ALLIANCE INC.**

By:   
Name: Bob D. Armstrong  
Title: Secretary

**SCHEDULE A**

<b>TRADEMARK</b>	<b>COUNTRY</b>	<b>APP. NO. OR REG. NO.</b>	<b>FILING DATE OR EFFECTIVE DATE OF REGISTRATION</b>	<b>STATUS</b>
RICEWORKS	Mexico	899880	December 4, 2007	Pending
RICEWORKS	European Community	5412812	October 24, 2006	Registered
RICEWORKS	European Community	5948922	May 29, 2007	Pending
RICEWORKS	Canada	TMA710,071	March 28, 2008	Registered
RICEWORKS	United States	3,299,728	September 25, 2007	Registered
RICEWORKS	United States	77/144234	March 29, 2007	Pending
MULTIWORKS	Mexico	890311	October 19, 2007	Pending
MULTIWORKS	United States	77/256084	August 15, 2007	Pending
MULTIWORKS	European Community	6388491	October 24, 2007	Pending
MULTIWORKS	Canada	1373359	November 23, 2007	Pending