

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Otis McAllister, Inc.		08/29/2008	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

<b>Name:</b>	Union Bank of California, N.A.
<b>Street Address:</b>	445 South Figueroa Street., 13th Floor
<b>City:</b>	Los Angeles
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90071
<b>Entity Type:</b>	National Banking Association:

**PROPERTY NUMBERS Total: 21**

Property Type	Number	Word Mark
Registration Number:	3292301	VILLAGE HARVEST
Registration Number:	3340997	SUPER ELEPHANT
Registration Number:	3012216	GOLDEN PACIFIC
Serial Number:	78294897	LA SIRENA
Registration Number:	3159663	SIRENA
Registration Number:	2545283	HAPPY ELEPHANT
Serial Number:	77412547	ALMIRANTE
Registration Number:	3435769	HIMALAYAN PRIDE
Serial Number:	77141950	EL OSO
Serial Number:	77024318	LA SIRENA
Registration Number:	2828260	ROYCE
Registration Number:	2784565	ANGELITA
Registration Number:	2795073	SPORTOGO
Registration Number:	1705223	MT DIABLO

**CH \$540.00 3292301**

Registration Number:	1813886	GOLDEN SUN
Registration Number:	1670405	RANCH PRIDE
Registration Number:	1661841	PLANO D'ORO
Registration Number:	0816209	LA SIRENA
Registration Number:	0772456	PICA PICA
Registration Number:	0568557	FLOR DE CALIFORNIA
Registration Number:	0151699	SIERRA

**CORRESPONDENCE DATA**

Fax Number: (949)720-0182  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Email: Trademark@Buchalter.com  
Correspondent Name: Sandra P. Thompson  
Address Line 1: 18400 Von Karman Ave., Suite 800  
Address Line 4: Irvine, CALIFORNIA 92612

NAME OF SUBMITTER:	Sandra P. Thompson
Signature:	/Sandra P. Thompson/
Date:	09/16/2008

**Total Attachments: 9**  
source=Otis McAllister#page1.tif  
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**RECORDATION FORM COVER SHEET  
 TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies):**

Otis McAllister, Inc.

- Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation- State: California  
 Other \_\_\_\_\_

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance )/Execution Date(s) :**

Execution Date(s) August 29, 2008

- Assignment       Merger  
 Security Agreement       Change of Name  
 Other Security Interest

**2. Name and address of receiving party(ies)**

Additional names, addresses, or citizenship attached?  Yes  No

Name: Union Bank of California, N.A.

Internal Address: \_\_\_\_\_

Address: \_\_\_\_\_

Street Address: 445 South Figueroa St., 13th Fl.

City: Los Angeles

State: California

Country: US Zip: 90071

- Association      Citizenship \_\_\_\_\_  
 General Partnership      Citizenship \_\_\_\_\_  
 Limited Partnership      Citizenship \_\_\_\_\_  
 Corporation      Citizenship \_\_\_\_\_  
 Other N.A.      Citizenship \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations must be a separate document from assignment)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)  
78/294,897

B. Trademark Registration No.(s) 3,292,301  
3,340,997 3,012,216 3,159,663

Additional sheet(s) attached?  Yes  No

**C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):**

**5. Name & address of party to whom correspondence concerning document should be mailed:**

Name: Sandra P. Thompson

Internal Address: \_\_\_\_\_

Street Address: 18400 Von Karman Ave  
#800

City: Irvine

State: CA Zip: 92612

Phone Number: 949-224-6282

Fax Number: 949-720-0182

Email Address: Trademark@Buchalter.com

**6. Total number of applications and registrations involved:**

540.00

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ \_\_\_\_\_**

- Authorized to be charged by credit card  
 Authorized to be charged to deposit account  
 Enclosed

**8. Payment Information:**

a. Credit Card Last 4 Numbers \_\_\_\_\_  
 Expiration Date \_\_\_\_\_

b. Deposit Account Number 500977  
 Authorized User Name Buchalter Nemer

**9. Signature:**

*Sandra P. Thompson*  
 Signature

9/16/08

Date

Sandra P. Thompson  
 Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 9

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

Additional Trademark Registration Numbers and/or Trademark Application Numbers

Trademark Application Numbers

77/412,547

77/141,950

77/024,318

Trademark Registration Numbers

2,545,283

3,435,769

2,828,260

2,784,565

2,795,073

1,705,223

1,813,886

1,670,405

1,661,841

816,209

772,456

568,557

151,699



**MEMORANDUM AND NOTICE OF SECURITY INTEREST  
IN INTELLECTUAL PROPERTY**

August 29, 2008

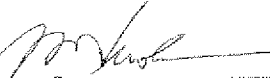
OTIS MCALLISTER, INC., a California corporation, whose address is 160 Pine Street, Suite 350, San Francisco, CA 94111 ("Debtor") hereby acknowledges that it has granted to UNION BANK OF CALIFORNIA, N.A., whose address is 445 South Figueroa Street, 13th Floor, Los Angeles, California 90071 (the "Secured Party"), a security interest in and to all of the Debtor's right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor (the "Trademarks"), together with the goodwill and assets of the business; (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by Debtor (the "Patents"); and (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by Debtor (the "Copyrights"), to which such Trademarks, Patents and Copyrights are appurtenant and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement dated as of August 29, 2008 (the "Agreement"), among the Debtor and Secured Party as security for the Obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other collateral described in the Agreement or otherwise.

[Signature page to follow.]

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

OTIS MCALLISTER, INC.,  
a California corporation

By:   
Name: Roger A. Nielsen  
Title: Chairman C.E.O.

**EXHIBIT A  
TRADEMARKS**

No.	SRC No.	Status/Liens	Owner	Trademark	Reg. No./ Serial No.	Reg. Date/ File Date
1.	1/19/1	Registered No Liens	Otis Mcallister, Inc.	Village Harvest	3,292,301	9/11/2007
2.	1/19/3	Registered No Liens	Otis Mcallister, Inc.	Super Elephant	3,340,997	11/20/2007
3.	1/19/6	Registered No Liens	Otis Mcallister, Inc.	Golden Pacific	3,012,216	11/1/2005
4.	1/19/7	Pending No Liens	Otis Mcallister, Inc.	La Sierena	78/294,897	9/2/2003
5.	1/19/9	Registered, Cancellation Proceeding Filed No Liens	Otis Mcallister, Inc.	Sirena	3,159,663	10/17/2006
6.	1/19/12	Registered No Liens	Otis Mcallister, Inc.	Happy Elephant	2,545,283	3/5/2002
7.	1/19/13	Pending No Liens	Otis Mcallister, Inc.	Almirante	77/412,547	3/4/2008
8.	1/19/14	Registered No Liens	Otis Mcallister, Inc.	Himalayan Pride	3,435,769	5/27/2008
9.	1/19/16	Pending No Liens	Otis Mcallister, Inc.	El Oso	77/141,950	3/27/2007
10.	1/19/18	Pending No Liens	Otis Mcallister, Inc.	La Sierra	77/024,318	10/18/2006
11.	1/19/19	Registered No Liens	Otis Mcallister, Inc.	Royce	2,828,260	3/30/2004
12.	1/19/20	Registered No Liens	Otis Mcallister, Inc.	Angelita	2,784,565	11/18/2003
13.	1/19/25	Registered  Assignment of Entire Interest Assignor: Otis Mcallister, Inc. Assignee: Sportogo, Inc. Reel/Frame: 2368/0632 Recorded: 9/10/2001	Sportogo, Inc.	Sportogo	2,795,073	12/16/2003
14.	1/19/26	Registered  Assignment of Entire Interest Assignor: Allied Food Distributors, Inc. Assignee: Otis Mcallister, Inc. Reel/Frame: 2596/0864 Recorded: 10/7/2002	Otis Mcallister, Inc.	Mt Diablo	1,705,223	8/4/1992
15.	1/19/27	Registered No Liens	Otis Mcallister, Inc.	Golden Sun	1,813,886	12/28/1993
16.	1/19/28	Registered  Assignment of Entire Interest Assignor: Allied Food Distributors, Inc. Assignee: Otis Mcallister, Inc. Reel/Frame: 2596/0864 Recorded: 10/7/2002	Otis Mcallister, Inc.	Ranch Pride	1,670,465	12/31/1991
17.	1/19/29	Registered  Assignment of Entire Interest Assignor: Allied Food Distributors, Inc. Assignee: Otis Mcallister, Inc. Reel/Frame: 2596/0864 Recorded: 10/7/2002	Otis Mcallister, Inc.	Plano D'Oro	1,661,841	10/22/1991
18.	1/19/35	Registered  Assignment of Entire Interest Assignor: Otis Mcallister Export Corporation Assignee: Otis Mcallister, Inc. Reel/Frame: 2582/0703	Otis Mcallister, Inc.	La Sirena	816,209	10/4/1996

No.	SRC No.	Status/Liens	Owner	Trademark	Reg. No./ Serial No.	Reg. Date/ File Date
		<p>Recorded: 6/25/2003</p> <p>Assignment of Entire Interest  Assignor: Otis Mcallister Export Corporation  Assignee: Otis Mcallister, Inc.  Reel/Frame: 2694/0458  Recorded: 6/30/2003</p>				
19.	1/19/36	<p>Registered</p> <p>Assignment of Entire Interest  Assignor: Otis Mcallister Export Corporation  Assignee: Otis Mcallister, Inc.  Reel/Frame: 2682/0703  Recorded: 6/25/2003</p> <p>Assignment of Entire Interest  Assignor: Otis Mcallister Export Corporation  Assignee: Otis Mcallister, Inc.  Reel/Frame: 2694/0458  Recorded: 6/30/2003</p>	Otis Mcallister, Inc.	Pica Pica	772,456	6/30/1964
20.	1/19/37	<p>Registered</p> <p>Assignment of Entire Interest  Assignor: Otis, Mcallister &amp; Co.  Assignee: Otis Mcallister Export Corporation  Reel/Frame: 0092/0114  Recorded: 8/6/1962</p> <p>Assignment of Entire Interest  Assignor: Otis Mcallister Export Corporation  Assignee: Otis Mcallister, Inc.  Reel/Frame: 2682/0703  Recorded: 6/25/2003</p> <p>Assignment of Entire Interest  Assignor: Otis Mcallister Export Corporation  Assignee: Otis Mcallister, Inc.  Reel/Frame: 2694/0458  Recorded: 6/30/2003</p>	Otis Mcallister, Inc.	Pior De California	568,357	12/30/1952
21.	1/19/38	<p>Registered</p> <p>Assignment of Entire Interest  Assignor: Tri-Valley Growers  Assignee: Sacramento Bank for Cooperatives  Reel/Frame: 0454/0328  Recorded: 10/28/1983</p> <p>Assignment of Entire Interest  Assignor: Tri-Valley Growers  Assignee: Allied Food Distributors  Reel/Frame: 1591/0626  Recorded: 5/27/1997</p> <p>Assignment of Entire Interest  Assignor: Tri-Valley Growers  Assignee: Signature Fruit Company, LLC  Reel/Frame: 2295/0210  Recorded: 5/24/2001</p> <p>Assignment of Entire Interest  Assignor: Signature Fruit Company, LLC  Assignee: Harris Trust and Savings Bank As Agent  Reel/Frame: 2275/0243  Recorded: 4/27/2001</p>	Otis Mcallister, Inc.	Sierra	151,699	2/14/192



No.	SRC No.	Status/Liens	Owner	Trademark	Reg. No./ Serial No.	Reg. Date/ File Date
		Assignment of Entire Interest Assignor: Allied Food Distributors, Inc. Assignee: Otis Mcallister, Inc. Reel/Frame: 2596/0864 Recorded: 10/7/2002				

EXHIBIT B  
PATENTS

None

EXHIBIT C  
COPYRIGHTS

None

BN 2207364v1

Exhibit C