

**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
Vita Food Products, Inc.		03/05/2010	CORPORATION: NEVADA
Virginia Honey Company, Inc.		03/05/2010	CORPORATION: VIRGINIA
The Halifax Group, Inc.		03/05/2010	CORPORATION: GEORGIA

**RECEIVING PARTY DATA**

Name:	Cole Taylor bank
Street Address:	9550 W. Higgins Road
City:	Rosemont
State/Country:	ILLINOIS
Postal Code:	60018
Entity Type:	Banking Corporation: ILLINOIS

**PROPERTY NUMBERS Total: 9**

Property Type	Number	Word Mark
Registration Number:	3044240	VITA
Registration Number:	1087024	VITA
Registration Number:	2888823	VITA CLASSIC
Registration Number:	2845534	ATLANTIC BAY CLASSIC
Serial Number:	77765247	VITA FOODS
Serial Number:	77765249	THE FLAVOR OF LIFE
Serial Number:	77765401	
Registration Number:	3742233	SCORNED WOMAN
Serial Number:	77765333	VIRGINIA BRAND

**CORRESPONDENCE DATA**

Fax Number: (312)698-4556  
 Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

**900163194**

**TRADEMARK  
 REEL: 004213 FRAME: 0940**

**OP \$240.00 3044240**

Phone: 312.641.2096  
Email: cstallbaumer@mcguirewoods.com  
Correspondent Name: Clayton Stallbaumer, McGuireWoods LLP  
Address Line 1: 77 W. Wacker Drive  
Address Line 2: Suite 4100  
Address Line 4: Chicago, ILLINOIS 60601-1818

ATTORNEY DOCKET NUMBER:	2058511-0001
NAME OF SUBMITTER:	Clayton Stallabumer
Signature:	/CJS/
Date:	05/27/2010

**Total Attachments: 8**

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## GRANT OF SECURITY INTEREST IN TRADEMARKS AND PATENTS

WHEREAS, Vita Food Products, Inc., a Nevada corporation ("**VFP**"), Virginia Honey Company, Inc., a Virginia corporation and an indirect subsidiary of VFP ("**Virginia Honey**"), and The Halifax Group, Inc., a Georgia corporation and an indirect subsidiary of VFP ("**Halifax Group**"; together with VFP and Virginia Honey, "**Grantors**"), owns the trademarks, trademark registrations, trademark applications, and any and all goodwill associated therewith, and the patents and patent applications, in each case set forth on Schedule A and Schedule B attached hereto; and

WHEREAS, Cole Taylor Bank, an Illinois banking corporation (the "**Grantee**"), desires to acquire a security interest in, and lien on, all of each Grantor's right, title and interest in and to that Grantor's trademarks, trademark registrations, trademark applications and any and all goodwill associated therewith and patents and patent applications; and

WHEREAS, each Grantor is willing to grant to the Grantee a security interest in and lien upon the trademarks, trademark registrations, trademark applications and any and all goodwill associated therewith and patents and patent applications described above.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, and subject to the terms and conditions of the Credit and Security Agreement dated as of March 5, 2010, between the Grantee, as lender, and VFP, among others, as a borrower (as amended from time to time, the "**Credit Agreement**"), each Grantor hereby grants to the Grantee a security interest in, and a lien upon, all of that Grantor's right, title and interest in and to (1) the trademarks, trademark registrations, trademark applications, and any and all goodwill associated therewith (the "**Marks**") set forth on Schedule A attached hereto; (2) the patents and patent applications (the "**Patents**") set forth on Schedule B attached hereto; (3) all Proceeds (as such term is defined in the Credit Agreement) of the Marks; (4) all of the goodwill of the businesses with which the Marks are associated; and (5) all causes of action, past, present and future, for infringement, misappropriation, or dilution of any of the Marks or Patents or unfair competition regarding the same.

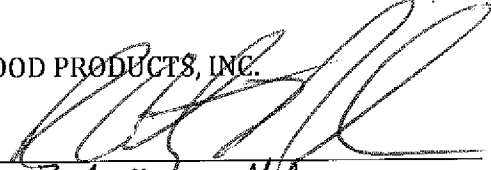
This Grant of Security Interest is made to secure the satisfactory performance and payment of all the Obligations (as such term is defined in the Credit Agreement) of VFP, among others, as a borrower, and shall be effective as of the date of the Credit Agreement.

This Grant of Security Interest has been granted in conjunction with the security interest granted to Grantee under the Credit Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Credit Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant of Security Interest are deemed to conflict with the Credit Agreement, the provisions of the Credit Agreement shall govern.

*[SIGNATURE PAGE FOLLOWS]*

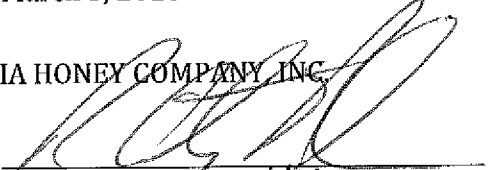
Each party is signing this Grant of Security Interest in Trademarks and Patents as of the date stated underneath its signature.

VITA FOOD PRODUCTS, INC.

By:   
Name: F. Anthony Nelson  
Title: CFO

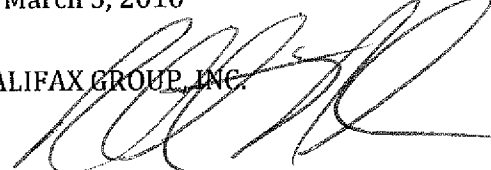
Date: March 5, 2010

VIRGINIA HONEY COMPANY, INC.

By:   
Name: F. Anthony Nelson  
Title: CFO

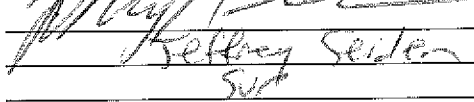
Date: March 5, 2010

THE HALIFAX GROUP, INC.

By:   
Name: F. Anthony Nelson  
Title: CFO

Date: March 5, 2010

COLE TAYLOR BANK

By:   
Name: Kelley Seiden  
Title: SVP

Date: March 5, 2010

Signature page to  
Grant of Security Interest in Trademarks and Patents

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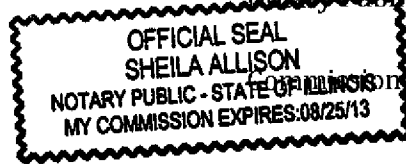
TRADEMARK  
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STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF COOK )

On this 5TH day of MARCH 2010, before me personally appeared the person whose signature is set forth above, to me known, who, being duly sworn, did depose and say that he or she is the above-indicated officer of Vita Food Products, Inc., and which executed the above instrument; and that he or she signed his or her name thereto by authority of the board of directors or similar governing body of said entity.

Sheila Allison

Notary Public



My Commission Expires: AUGUST 25, 2013

Notary page to  
Grant of Security Interest in Trademarks and Patents

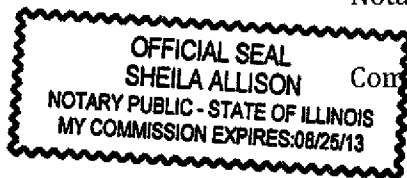
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STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF COOK )

On this 5<sup>TH</sup> day of MARCH 2010, before me personally appeared the person whose signature is set forth above, to me known, who, being duly sworn, did depose and say that he or she is the above-indicated officer of Virginia Honey Company, Inc., and which executed the above instrument; and that he or she signed his or her name thereto by authority of the board of directors or similar governing body of said entity.

Sheila Allison  
Notary Public



Commission expires: AUGUST 25, 2013

Notary page to  
Grant of Security Interest in Trademarks and Patents

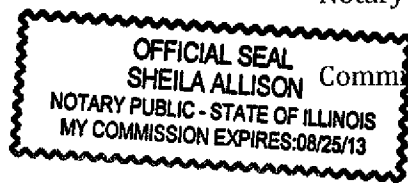
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TRADEMARK  
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STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF COOK )

On this 5TH day of MARCH 2010, before me personally appeared the person whose signature is set forth above, to me known, who, being duly sworn, did depose and say that he or she is the above-indicated officer of The Halifax Group, Inc., and which executed the above instrument; and that he or she signed his or her name thereto by authority of the board of directors or similar governing body of said entity.

Sheila Allison  
Notary Public



Commission expires: AUGUST 25, 2013

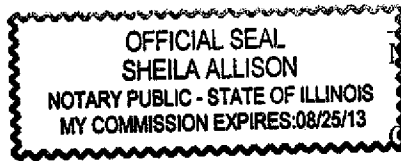
Notary page to  
Grant of Security Interest in Trademarks and Patents

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TRADEMARK  
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STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF COOK )

On this 5TH day of MARCH 2010, before me personally appeared the person whose signature is set forth above, to me known, who, being duly sworn, did depose and say that he or she is the above-indicated officer of Cole Taylor Bank, and which executed the above instrument; and that he or she signed his or her name thereto by authority of the board of directors or similar governing body of said entity.



Sheila Allison  
Notary Public  
Commission expires: AUGUST 25, 2013

Notary page to  
Grant of Security Interest in Trademarks and Patents



SCHEDULE A  
to Grant of Security Interest in Trademarks and Patents

*Trademarks*

<b>Country</b>	<b>Trademark</b>	<b>Registration #</b>	<b>Issue Date</b>	<b>Owner</b>
US	VITA	3,044,240	January 17, 2006	VFP
US	VITA and design	1,087,024	March 7, 1978	VFP
US	VITA CLASSIC	2,888,823	September 28, 2004	VFP
US	ATLANTIC BAY CLASSIC	2,845,534	May 25, 2004	VFP
US	VITA FOODS	77/765,247 (application #)	June 22, 2009 (application date)	VFP
US	THE FLAVOR OF LIFE	77/765,249 (application #)	June 22, 2009 (application date)	VFP
US	Prairie Field Logo	77/765,401 (application #)	June 22, 2009 (application date)	VFP
US	SCORNED WOMAN	3,742,233	January 26, 2010	Halifax Group
US	VIRGINIA BRAND	77/765,333 (application #)	June 22, 2009 (application date)	Virginia Honey
Canada	VITA and design	TMDA056537	February 18, 1933	VFP
Mexico	VITA	981,017 (application #)	December 18, 2008 (application date)	VFP
Mexico	VITA CLASSIC	1,090,502	March 19, 2009	VFP
Mexico	VITA and design	981,016 (application #)	June 22, 2009 (application date)	VFP

SCHEDULE B  
to Grant of Security Interest in Trademarks and Patents

*Patents*

None.