

RECORDATION FORM COVER SHEET

05-26-1999

To the Honorable Commissioner of Patents  
thereof:



Attached original documents or copy

5-21-99

101046839

<p>1. Name of conveying party(ies):</p> <p>Dana Alexander, Inc. 50 Charles Lindberg Boulevard Uniondale, New York 11553</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Corporation – State <input type="checkbox"/> Association <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>IBJ Whitehall Bank &amp; Trust Company, as Agent One State Street New York, New York 10004</p> <p style="text-align: right;">RECEIVED 1999 MAY 21 11 10 24 ASSIGNMENT SERVICES DIVISION</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: _____</p> <p>Execution Date:  _____ May 18, 1999 _____</p>	

05/25/1999 MTHAI1 00000147 75519390

01 FC:481 40.00 OP  
02 FC:482 125.00 OP

**Certificate of Mailing - 37 CFR  
1.8(a)**

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Patents, Washington, D.C. 20231, on the date below.

Date

Alice Shih

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)  
see attached schedule

B. Registration No.(s)  
see attached schedule

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

Alice L. Shih, Esq.  
Nixon, Hargrave, Devans & Doyle LLP  
437 Madison Avenue  
New York, New York 10022

6. Total number of applications and registrations  
Involved: 6

7. Total fee (37 CFR 3.41) \$165.00

Previously paid (see original transmittal)

A check in the amount of \$165.00 is  
enclosed.

8. Deposit Account Number: 14-1138

Charge total fee to account.

Charge any additional fees to account.

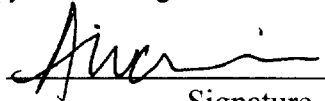
A duplicate copy of this cover sheet  
is enclosed.

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any Attached copy is a true copy of the original document.

By: Alice L. Shih, Esq.  
Name of Person Signing

  
Signature

May 18, 1999  
Date

[Total number of pages including cover sheet, attachments and document: 6 ]

TRADEMARKSLIST OF TRADEMARK REGISTRATIONS  
DANA ALEXANDER, INC.**A. U.S. APPLICATIONS**

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
MISCELLANEOUS DESIGN	75/519,390	07/15/99
TERRA STIX	75/427,983	02/03/98
TERRA BLUES	75/427,909	02/03/98

**B. U.S. REGISTRATIONS**

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
TERRA	1,778,438	06/22/93
TERRAFIC	1,913,549	08/22/95
TERRA CHIPS	1, 652,524	07/30/91

**C. FOREIGN REGISTRATIONS**

<u>MARK</u>	<u>REG. NO.</u>	<u>RENEWAL DUE</u>	<u>COUNTRY</u>
TERRA	A611,346	September 13, 2000	Australia
TERRA	554690	August 17, 2004	Benelux
TERRA CHIPS	TMA446,177	August 18, 2010	Canada
TERRA	756988	July 20, 2005	China
TERRA	695387	October 31, 2005	Taiwan
TERRA	76097	January 15, 2005	Dominican Republic
TERRA	76153	January 15, 2005	Dominican Republic
TERRA	80421	October 15, 2005	Dominican Republic

TERRA	94533373	August 19, 2004	France
TERRA	1419188	July 20, 2007	France
TERRA	2,089,196		Germany
TERRA	04294	September 23, 2000	Hong Kong
TERRA	612405		India
TERRA	330359	July 6, 2003	Indonesia
TERRA	94276		Israel
TERRA	00,680,558		Italy
TERRA	96375/1993		Japan
TERRA	304853	December 29, 2004	Korea (South)
TERRA	94/00821		Malaysia
TERRA CHIPS	213029		Mexico
TERRA	230176	September 16, 2000	New Zealand
TERRA	61001	June 22, 2015	Philippines
TERRA	9154/93		Singapore
TERRA	94/9084		South Africa
TERRA CHIPS	1919775	September 2, 2004	Spain
TERRA	425556	August 23, 2004	Switzerland
TERRA CHIPS	KOR25468	December 14, 2003	Thailand
TERRA	1550567	October 13, 2000	United Kingdom
TERRA	2089196	November 19, 2003	Germany

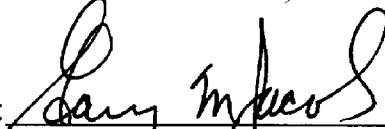
# MEMORANDUM OF SECURITY AGREEMENT - TRADEMARKS

Pursuant to a Security Agreement, dated as of May 18, 1999 (the "Security Agreement"), made by the undersigned, located at 50 Charles Lindbergh Blvd., Uniondale, New York 11553, the undersigned has granted to IBJ Whitehall Bank & Trust Company, located at One State Street, New York, New York, 10004, as agent (the "Agent") a continuing security interest in, and a continuing lien upon, among other Collateral (as defined in the Security Agreement), (a) all trademarks, trade names, corporate names, company names, business names, fictitious business names, trade styles, service marks, logos and other source or business identifiers, and the goodwill associated therewith, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all applications in connection therewith, whether in the United States Patent and Trademark Office or in any similar office or agency or the United States, any State thereof or any other country or any political subdivision thereof, or otherwise, including, without limitation, all trademarks listed in the Schedule annexed hereto (the "Trademarks") and (b) all renewals and proceeds (including accounts receivable and royalties) thereof.

The Agent's security interest in the Trademarks can only be terminated in accordance with the terms of the Security Agreement.

Dated: May 18, 1999

DANA ALEXANDER, INC.

By:   
Name: Gary M. Jacobs  
Title: Secretary