

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Ocean Garden Products, Inc. 9-7-02
Individual(s) Association General Partnership Limited Partnership
[X] Corporation-State California
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: General Electric Capital Corporation
Internal Address:
Street Address: 350 S. Beverly Drive, Suite 200
City: Beverly Hills State: CA Zip: 90212
Individual(s) citizenship Association General Partnership Limited Partnership
[X] Corporation-State Delaware
Other
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)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger
[X] Security Agreement Change of Name
Other
Execution Date: July 26, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) See attached
B. Trademark Registration No.(s) See attached
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Josh S. Ridout, Esq.
Internal Address:
Street Address: Paul, Hastings, Janofsky & Walker LLP
515 S. Flower Street, 25th Floor
City: L.A. State: CA Zip: 90071-2228

6. Total number of applications and registrations involved: 26
7. Total fee (37 CFR 3.41): \$ 665.00
Enclosed
[X] Authorized to be charged to deposit account
8. Deposit account number: 16-0752
(Attach duplicate copy of this page if paying by deposit account)

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.
Josh S. Ridout Signature August 7, 2002 Date
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 10

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

08/12/2002 6TOM11 00000226 160752 1467566

01 FC:481 40.00 CH
02 FC:482 625.00 CH

ATTACHMENT TO TRADEMARK RECORDATION FORM COVER SHEET

TRADEMARK REGISTRATIONS

Trademark	Registration Number
Asian Garden	1,467,566
Calmex	1,691,769
Calmex & Pink Label Design	1,708,445
Compass	1,288,058
Crest	1,736,832
Design of Baja & Helm	1,491,372
Design of Foreign Characters Within Helm	1,491,373
Design of Wave	1,867,109
Design of Wave with Shrimp	1,987,006
Design of Wave Within Circle	1,326,201
Ecuadorian Garden	1,331,085
Fiesta Garden	2,528,476
Indonesian Garden	2,034,134
Mark	1,307,303
Ocean Garden	1,288,059
Ocean Glo	739,467
Ocean Shell	2,196,042
Ocean Star	1,289,235
Ocean Star & Design	747,702
OGP	1,591,145
OGP & Design	1,591,146
Pride of Mexico	2,196,032
Simply a Matter of Good Taste	1,238,851

TRADEMARK APPLICATIONS

Trademark	Serial Number
Cruise	75/927,855
Pink Label Design	75/635,596
Vietnam Garden	76/277,291

TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of July 26, 2002, by OCEAN GARDEN PRODUCTS, INC., a California corporation ("Grantor"), in favor of GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation ("GE Capital"), in its capacity as US Collateral Agent for Lenders.

WITNESSETH:

WHEREAS, pursuant to that certain Credit Agreement dated as of the date hereof by and among Grantor; the other Credit Parties signatory thereto; GE Capital, for itself, as Lender, and as Documentation Agent and US Collateral Agent for Lenders ("US Collateral Agent"); COÖPERATIEVE CENTRALE RAIFFEISEN-BOERENLEENBANK B.A. ("RABOBANK NEDERLAND"), NEW YORK BRANCH, for itself, as Lender, and as Administrative Agent and MX Collateral Agent for Lenders, and the other Lenders signatory thereto from time to time (as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement"), Lenders have agreed to make Loans to, and to incur Letter of Credit Obligations for the benefit of, Grantor;

WHEREAS, US Collateral Agent and Lenders are willing to make the Loans and to incur Letter of Credit Obligations as provided for in the Credit Agreement, but only upon the condition, among others, that Grantor shall have executed and delivered to US Collateral Agent, for itself and the ratable benefit of Lenders, that certain US Security Agreement dated as of the date herewith between Grantor and US Collateral Agent (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "US Security Agreement");

WHEREAS, pursuant to the US Security Agreement, Grantor is required to execute and deliver to US Collateral Agent, for itself and the ratable benefit of Lenders, this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Credit Agreement or in Annex A thereto.

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. Grantor hereby grants to US Collateral Agent, on behalf of itself and Lenders, a continuing first priority security interest in all of Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral"):

(a) all of its Trademarks and Trademark Licenses to which it is a party including those referred to on Schedule I hereto;

(b) all reissues, continuations or extensions of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and

(d) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

3. SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to US Collateral Agent, on behalf of itself and Lenders, pursuant to the US Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of US Collateral Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the US Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[signature page follows]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

OCEAN GARDEN PRODUCTS, INC.

By: 

Name: Jose Antonio Diaz

Title: President

By: 

Name: Frank J. Barrancotto

Title: Chief Financial Officer

ACCEPTED AND ACKNOWLEDGED BY:

GENERAL ELECTRIC CAPITAL
CORPORATION,
as US Collateral Agent

By: 

Name: Timothy Rafanello

Title: Its Duly Authorized Signatory

[Trademark Security Agreement]

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS

OCEAN GARDEN PRODUCTS, INC.
US TRADEMARKS OWNED

Mark	Registration Number	Date
Asian Garden	1,467,566	[please complete]
Australian Garden	Applied for	
Calmex	1,691,769	
Calmex & Pink Label Design	1,708,445	
Compass	1,288,058	
Crest	1,736,832	
Cruise	App 75/927,855	
Design of Baja & Helm	1,491,372	
Design of Foreign Characters Within Helm	1,491,373	
Design of Wave	1,867,109	
Design of Wave with Shrimp	1,987,006	
Design of Wave Within Circle	1,326,201	
Ecuadorian Garden	1,331,085	
Fiesta Garden	2,528,476	
Indonesian Garden	2,034,134	
Mark	1,307,303	
Ocean Garden	1,288,059	
Ocean Glo	739,467	
Ocean Shell	2,196,042	
Ocean Star	1,289,235	
Ocean Star & Design	747, 702	
OGP	CA090,774	
OGP	1,591,145	
OGP & Design	1,591,146	
Pink Label Design	75/635,596	
Pride of Mexico	2,196,032	
Simply a Matter of Good Taste	1,238,851	
Vietnam Garden	76/277,291	

FOREIGN TRADEMARKS OWNED

Country	Description	Number	Date
Australia	Calmex	219,974	[please complete]
	Design of Australia and Chinese Characters in Helm	Ap # 871036 3/29/01	
	Design of Chinese Characters in Helm without Map of Australia	Ap # 871037 3/29/01	
	Ocean Garden	A218345	
	Pink Label Design with Australia and Chinese Characters	Ap # 871034 3/29/01	
Benelux	Ocean Garden	370316	
Brunei	Calmex	14,266	
Canada	Asian Garden	335,473	
	Calmex	163,506	
	Calmex & Pink Label Design	530,548	
	Compass	119,875	
	Crest	499,188	
	Crest & Design	124,203	
	Cruise	499,187	
	Design of Baja & Helm	533,170	
	Design of Foreign Characters With Helm	1,003,512	
	Design of Wave	395,717	
	Design of Wave with Shrimp	519,608	
	Mark	116,477	
	Ocean Garden	107,143	
	Pink Label Design	Application: 1,020,035	
China	Abandoned 3/13/02	1518693	
	Calmex	903489	
	Calmex & Pink Label Design	903488	
	Design of Baja & Helm	1231397	
	Design of Foreign Characters Within Helm	903485	
	Design of Wave With Shrimp	Registration Pending	
European Community	Calmex	165,092	
	Cruise	1,154,061	
	Design of Wave With Shrimp	1,153,931	
	Ocean Garden	165,076	
	Ocean Shell	1,153,089	

France	Design of Wave	97,671,967
	Design of Wave with Shrimp	97,671,968
Germany	Ocean Garden	253,825
	Ocean Garden	1,045,667
Guatemala	Pride of Guatemala	85277
Hong Kong	Calmex – 1	1344/62
	Calmex – 2	5134/93
	Calmex Abalone and Design	966/57
	Calmex and Pink Label Design	3707/94
	Design of Australia and Chinese Characters in Helm	Application process started April 2001
	Design of Baja & Helm	5324/93
	Design of Chinese Characters in Helm without Map of Australia	Application process started April 2001
	Design of Foreign Characters Within Helm – 1	898/63
	Design of Foreign Characters Within Helm – 2	4990/93
	Ocean Garden	613/76
	Ocean Star	614/76
	Pink Label Design	Registration Pending
	Pink Label Design with Australia and Chinese Character	Application process started April 2001
Indonesia	Asian Garden – 2	357393
	Asian Garden –1	279.32
	Calmex	310.951
	Ocean Star – 1	338229
	Ocean Star – 2	301.007
Japan	Calmex	1607492
	Compass with Katakana	4124890
	Design of Baja & Helm	2669975
	Design of Foreign Characters Within Helm	2454107
	Design of Wave	4246338
	Design of Wave with Shrimp	4246337
	Ocean Shell	1711421
	Ocean Star	785891
Mexico	Calmex	398,147
	Calmex & Pink Label Design	433155
	Compass	660634
	Compass and Design	194766

	Cruise	403629
	Design of Baja & Helm	446737
	Design of Foreign Characters Within Helm	446738
	Design of Wave Within Circle	413012
	Fair Seas	551295
	Fiesta Garden	647,158
	Garden Land	367014
	Mark	438037
	Ocean Diet	403012
	Ocean Garden	29863
	Ocean Glo	195,498
	Ocean Shell	374848
	Pink Label Design	622305
	Pride of Mexico	565,785
	Pride of Mexico (Stylized)	211286
New Zealand	Calmex	209830
	Ocean Garden	B153746
Sabah	Calmex	S/31209
Sarawak	Calmex	SAR26491
Singapore	Asian Garden	3536/90
	Calmex	4793/91
	Calmex & Pink Label Design	5214/91
	Calmex Abalone & Design	S/22036
	Design of Australia and Chinese Characters in Helm	Application process started April 2001
	Design of Baja & Helm	B4792/91
	Design of Chinese Characters in Helm without Map of Australia	Application process started April 2001
	Design of Foreign Characters Within Helm - 1	S/32546
	Design of Foreign Characters Within Helm - 2	T91/04791C
	Ocean Garden	33,126
	Pink Label Design	Registration Pending
	Pink Label Design with Australia and Chinese Character	Application process started April 2001
South Africa	Calmex7	91/3226
Spain	Calmex	963839
	Design of Wave	2085625
	Design of Wave with Shrimp	2085626

	Ocean Garden	973863
Switzerland	Calmex	367330
Taiwan	Calmex	217579
	Calmex & Pink Label Design	651715
	Calmex (Chinese Script)	217580
	Design of Australia and Chinese Characters in Helm	Ap. 90011005
	Design of Baja & Helm	527098
	Design of Chinese Characters in Helm without Map of Australia	Ap. 90011006
	Design of Foreign Characters Within Helm	750110
	Design of Wave	836907
	Design of Wave with Shrimp	836938
	Design of Wave Within Circle	667127
	Ocean Garden	670548
	Ocean Star	89177
	Pink Label Design	App: 88037975
	Pink Label Design with Australia and Chinese Character	Ap. 90011004
Thailand	Asian Garden	Khor129175
	Ocean Garden	Kor35141
	Ocean Star	Kor35742
United Kingdom	Ocean Garden	1146252
Vietnam	Calmex	15041

TRADEMARK LICENSES

Name of Agreement	Parties	Date of Agreement
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[None.]