

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings ⇌ ⇌ ⇌ ▼

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):

OVERHILL FARMS, INC.

- Individual(s)
- General Partnership
- Corporation-State - NV (corrected from previous recordal)
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: THE LONG HORIZONS FUND, L.P.

Internal

Address:

Street Address: 450 PARK AVENUE, 28TH FL.

City: NEW YORK State: NY Zip: 10022

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- 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
- Security Agreement
- Other
- Merger
- Change of Name

Record to correct nature of conveyance from assignment - previously recorded on Reel/Frame 1678/0775.
Execution Date: 12/05/1997

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,228,615

Additional number(s) attached Yes No

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

Name: JOHN J. ARNOTT

Internal Address: HOWISON & ARNOTT, L.L.P.

Street Address: P.O. BOX 741715

City: DALLAS State: TX Zip: 75374-1715

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

20-0780 / OVER26079

DO NOT USE THIS SPACE

9. Signature.

JOHN J. ARNOTT (39,095)

Name of Person Signing

John J. Arnett
Signature

05/15/2003

Date

Total number of pages including cover sheet, attachments, and document: 5

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

FORM PTO-1584 (Rev. 9-93) **D** **RE** **01-29-1998** **1 SHEET** U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office
 OMB No. 2651-0011 (exp. 09-98) **Y**
 Tab settings **12-20-97**
 To the Honorable Commissioner of Patents and Trademark Office **100616674** attached original documents or copy thereof.

1. Name of conveying party(ies): **OVERHILL FARMS, INC.**
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **CALIFORNIA**
 Other

2. Name and address of receiving party(ies): **THE LONG HORIZONS FUND, L.P.**
 Internal Address: _____
 Street Address: **450 PARK AVENUE, 28TH FL.**

 NY State: **NY** ZIP: **10022**

Individual(s) citizenship _____
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 Other

Additional name(s) of conveying party(ies) attached? Yes No
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: **DEC. 5, 1997**

4. Application number(s) or patent number(s):
 A. Trademark Application No.(s) _____
 B. Trademark Registration No.(s) **1,228,615**

Additional numbers attached? Yes No

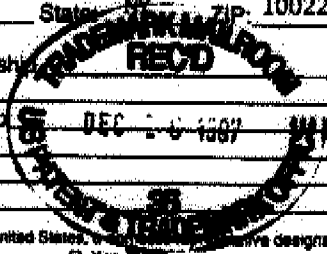
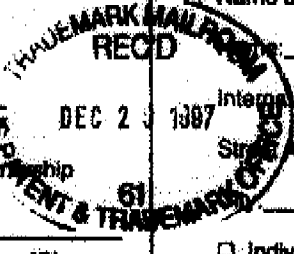
5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **CAPITOLS SERVICES**
 Internal Address: **ATTN: DONNA QUICKENTON**
40 COLVIN AVENUE
SUITE 200
 Street Address: _____
 City: **ALBANY** State: **NY** ZIP: **12206**

6. Total number of applications and registrations involved: **1**

7. Total fee (37 CFR 3.41).....\$ **40.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

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.
DONNA QUICKENTON **12-22-97**
 Name of Person Signing Signature Date
 Total number of pages including cover sheet, attachments, and document: **4**



Mail documents to be recorded with required cover sheet in this location to: **MARK**
 Commissioner of Patents & Trademarks, Box Assignments
 Washington, D.C. 20531



**ASSIGNMENT FOR SECURITY
(TRADEMARKS)**

WHEREAS, Overhill Farms, Inc. (the "Assignor") has adopted, used and is using the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Security Agreement dated as of December 5, 1997 (the "Security Agreement") in favor of The Long Horizons Fund, L.P. (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee a security interest in all right, title and interest of the Assignor in, to and under the Trademarks together with the good-will of the business symbolized by the Trademarks and the applications and restrictions thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby convey, sell, assign, transfer and set over unto the Assignee and grant to the Assignee a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

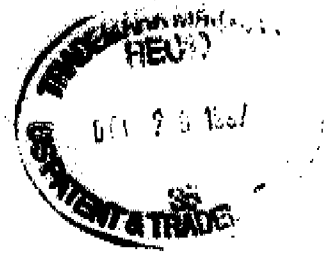
IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of December 5, 1997.

OVERHILL FARMS, INC.

By: [Signature]
Name: [Signature]
Title: President

STATE OF New York
COUNTY OF New York

SS.:



On this 5th day of DECEMBER, 1997, before me personally came JAMES LUBIS, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the PRESIDENT of Overhill Farms, Inc., a Nevada corporation, and that he executed the foregoing instrument in the firm name of Overhill Farms, Inc., and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

Joycel Francis

JOYCEL FRANCIS
Notary Public, State of New York
No. 0179007811
Qualified in New York County
Certificate Filed in New York County
Commission Expires December 27, 1999