

FORM PYO-1584
1-31-82

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings =>=>=>

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

1. Name of conveying party(ies):
 Elmhurst Dairy, Inc.,
 155-25 Styler Road
 Jamaica, New York 11433

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: New York
 Other _____

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

2. Name and address of receiving party(ies):
 Name: LaSalle Business Credit, LLC
 Internal Address: _____
 Street Address: 135 South LaSalle Street
 City: Chicago State: IL ZIP: 60603

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

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 conveyances:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 9, 2004

4. Application Number(s) or registration number(s):
 A. Trademark Application(s)
SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

B. Trademark registration No.(s)
SEE ATTACHED SCHEDULE A

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Federal Research Corporation
 Internal Address: _____
 Street Address: Attn: Penelope J.A. Agodoa
Federal Research Company, LLC
1030 15th Street, NW, Suite 920
Washington, DC 20005
 City: Washingtc 202.783.2700

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$65⁰⁰
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-3155
 (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

Stephen I Brecher
 Name of Person Signing

Signature

September 10, 2004
 Date

Total number of pages including coversheet, attachments and document: 4

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

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated September 9, 2004, by and between LaSalle Business Credit, LLC, as Agent and Elmhurst Dairy, Inc., as Grantor.

TRADEMARK REGISTRATIONS

<u>Trademark Description</u>	<u>U.S. Serial/Registration No.</u>	<u>Date Registered</u>
Fat Free Plus	2,841,549	May 11, 2004

TRADEMARK APPLICATIONS

<u>Trademark Application Description</u>	<u>U.S. Application No.</u>	<u>Date Applied</u>
Elmhurst Dairy Fat Free Plus	78/158546	August 28, 2002

TRADEMARK GRANT OF SECURITY

WHEREAS, Elmhurst Dairy, Inc., a New York corporation, located at 155-25 Styler Road, Jamaica, New York 11433 ("Grantor"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Grantor is obligated to LaSalle Business Credit, LLC ("LaSalle") and various other financial institutionals (collectively, "Lenders") and LaSalle as agent for Lenders ("Agent") pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, between Lenders, Agent, Grantor and the other loan parties named therein and (ii) a certain Trademark Security Agreement, dated the date hereof, made by Grantor in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Grantor is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Grantor expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
September 9, 2004

ELMHURST DAIRY, INC.

By: [Signature]
Name: Robert Brooks
Its: Vice President and Chief Financial Officer

LASALLE BUSINESS CREDIT, LLC

By: [Signature]
Name: Kevin Cofrancesco
Its: Vice President

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

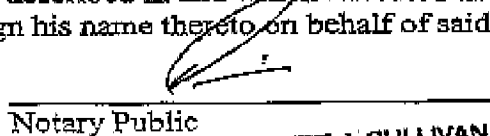
On this 9th day of September, 2004, before me personally came Robert Braks to me known, who, being by me duly sworn, did depose and say that he is the VP and CFO of Elmhurst Dairy, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.


Notary Public

FRANCELLA H. ASHBY
Notary Public, State Of New York
No. 01AS5053925
Qualified In New York County
Commission Expires Jan. 2, 2010

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 9th day of September, 2004, before me personally came Kevin Copart to me known, who, being by me duly sworn, did depose and say that he is the Vice President of LaSalle Business Credit, LLC, the company described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said company.


Notary Public

ROBERT J. SULLIVAN
Notary Public, State of New York
No. 02SU4970504
Qualified in Kings County
Commission Expires Aug 13, 2006