

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
ORE-CAL CORP.		04/27/2006	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	BANK OF AMERICA, N.A.		
Street Address:	55 South Lake Avenue, Suite 900		
City:	Pasadena		
State/Country:	CALIFORNIA		
Postal Code:	91101		
Entity Type:	National Association:		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2764432	HARVEST OF THE SEA	
CORRESPONDENCE DATA			
Fax Number:	(213)630-5728		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	213-891-5011		
Email:	jhawke@buchalter.com		
Correspondent Name:	Jody Hawke		
Address Line 1:	1000 Wilshire Boulevard, Suite 1500		
Address Line 4:	Los Angeles, CALIFORNIA 90017-2457		
ATTORNEY DOCKET NUMBER:	B0660-0067		
NAME OF SUBMITTER:	Jody Hawke		
Signature:	/Jody Hawke/		
Date:	06/09/2006		

CH \$40.00 2764432

Total Attachments: 5

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**MEMORANDUM OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

ORE-CAL CORP., a California corporation, whose address is 634 S. Crocker Street, Los Angeles, California 90021 ("Debtor") hereby acknowledges that it has granted to BANK OF AMERICA, N.A., as Agent, whose address is 55 South Lake Avenue, Suite 900, Pasadena, California 91101 (the "Secured Party"), a security interest in and to all of the Debtor's right, title and interest in and to: (a) the trademark and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor (the "Trademarks"), together with the goodwill and assets of the business; (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by Debtor (the "Patents"); and (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by Debtor (the "Copyrights"), to which such Trademarks, Patents and Copyrights are appurtenant and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement dated as of April 27, 2006 (the "Agreement"), among the Debtor and Secured Party as security for the Obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other collateral described in the Agreement or otherwise.

27 IN WITNESS WHEREOF, the undersigned has duly executed this document as of the day of April, 2006.

ORE-CAL CORP.,
a California corporation

By: William L. Shintane
Name: William L. Shintane
Title: President

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Memorandum of Security Interest in Intellectual Property

TRADEMARK
REEL: 003324 FRAME: 0758

EXHIBIT A
TRADEMARKS

<u>Trademark</u>	<u>Owner</u>	<u>Status in Trademark Office</u>	<u>Federal Registration Number</u>	<u>Registration Date</u>
HARVEST OF THE SEA	Ore-Cal Corp.	Renewed	2764432	September 16, 2003

EXHIBIT B

PATENTS

None

EXHIBIT C
COPYRIGHTS

None