

RELEASE OF SECURITY INTEREST

THIS RELEASE OF SECURITY INTEREST is effective the 2nd day of April, 2001 by Bank of America, N.A., a national banking association, formerly known as BankAmerica Business Credit, Inc. ("Bank of America"), as agent for certain lenders ("Prepetition Lenders") pursuant to that Loan and Security Agreement, dated as of March 29, 1999, between Prepetition Lenders and Tri Valley Growers, a California cooperative association ("Tri Valley Growers"), and for certain lenders ("Postpetition Lenders") pursuant to that Loan and Security Agreement, dated as of July 13, 2000, between Postpetition Lenders and Tri Valley Growers with a business address of 55 South Lake Avenue, 9th Floor, Pasadena, California, 91101.

W I T N E S S E T H

WHEREAS, Bank of America, as agent for the benefit of the Prepetition Lenders, in an INTELLECTUAL PROPERTY SECURITY AGREEMENT, dated as of March 29, 1999 ("Prepetition Security Agreement") and recorded in the Assignment Branch of the U.S. Patent & Trademark Office at Reel 1882, Frame 0319, as agent for the benefit of Postpetition Lenders in an INTELLECTUAL PROPERTY SECURITY AGREEMENT, dated as of July 13, 2000 ("Postpetition Security Agreement") and recorded in the Assignment Branch of the U.S. Patent & Trademark Office at Reel 2216, Frame 0656, acquired a security interest from Tri Valley Growers, in the trademarks of Tri Valley Growers.

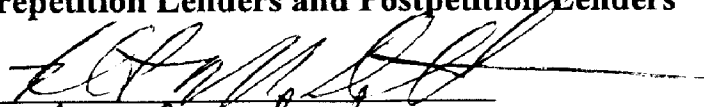
WHEREAS, Tri Valley Growers is a debtor and debtor-in-possession under Case No. 00-44089-J-11 pending in the United States Bankruptcy Court for the Northern District of California, Oakland Division ("Bankruptcy Case");

WHEREAS, pursuant to an order entered in the Bankruptcy Case on January 17, 2001, Tri Valley Growers sold certain assets, including but not limited to, the trademarks listed in the schedule attached hereto as Schedule A ("Sold Trademarks"); and all goodwill associated therewith, free and clear of all liens, encumbrances, obligations, liabilities, contractual commitments, and claims;

NOW, THEREFORE, Bank of America agrees as follows:

Effective April 2, 2001, Bank of America, as agent for the Prepetition Lenders and the Postpetition Lenders, hereby releases, waives, resigns and disclaims any and all security interest in any of the Sold Trademarks.

**BANK OF AMERICA, N.A., as agent
for Prepetition Lenders and Postpetition Lenders**

By: 
Title: Vice President
Date: 6-9-01

Bank of America, N.A.

Schedule A

Trademark	Registration No.	Registration Date
TRI*VALLEY AMERICA'S FINEST GROWERS (And Design)	2,333,488	3/21/00
TRI-VALLEY	2,192,965	10-6-98
TOWN & COUNTRY	1,933,101	11-7-95
GLORIETTA	1,851,595	8-30-94
COMO <LIKE, CHEST>	1,830,454	4-12-94
TRI-VALLEY FRUIT 4-PAK (And Design)	1,799,509	10-19-93
VINTAGE LITES	1,729,612	11-3-92
SUN-VISTA	1,696,301	6-23-92
COMO <LIKE, CHEST>	1,614,085	9-18-90
RANCHO	1,454,515	8-25-87
GARDEN BASKET	1,445,404	6-30-87
NATURE'S ORCHARD	1,403,320	7-29-86
CHEF'S WOOD	1,360,041	9-17-85
BROWN CROCK	1,285,408	7-10-84
BURBANK	1,272,944	4-3-84
BOSS BEAN	1,265,169	1-24-84
NUTRADIET	1,259,014	11-29-83
TRI/VALLEY (Sylized)	1,201,317	7-13-82
TENDERFUL (Stylized)	866,931	3-18-69
PEACHES JUBILEE	849,127	5-14-68
JUBILEE	836,401	10-3-67
CARNIVAL TIME	835,190	9-12-67
CABLE CAR	834,850	9-5-67
COCK O' THE WALK (And Design)	818,381	11-8-66
CALORIE CUTTER (Stylized)	816,403	10-4-66
QUALITY INN (Stylized)	812,654	8-9-66
DELPHIA	799,978	12-7-65
DIET DELIGHT (Stylized)	789,398	5-11-65
GRAPES JUBILEE (Stylized)	769,659	5-12-64
SUNNY SMILES (Stylized)	761,032	12-3-63
REDWOOD INN	753,813	7-30-63
PIC'T RIPE	749,257	5-7-63
CALASIA	742,461	12-18-62
F & P (And Design)	741,092	11-20-62
BLUE SKY (Stylized)	736,879	8-28-62
KOBEY'S	720,417	8-22-61
COCK O' THE WALK	634,449	9-11-56
LIDO (Stylized)	625,547	4-17-56

Trademark	Registration No.	Registration Date
DIET DELIGHT	616,308	11-15-55
FROM THE HEART OF CALIFORNIA SACRAMENTO (And Design)	608,071	6-28-55
DESIGN ONLY (Horse Carriage Woman Design)	608,069	6-28-55
DEMAND (Stylized)	606,802	5-31-55
TASTE SEALED (And Design)	606,800	5-31-55
RICH FLAVOR (Stylized)	603,159	3-8-55
THREE STAR (Stylized)	602,206	2-15-55
INSTANT-MADE	588,867	4-20-54
ELWOOD	584,882	1-19-54
WONDER COOKING	560,696	7-1-52
FULL BLOOM (Stylized)	559,887	6-10-52
DIET GIFT (Stylized)	554,928	2-19-52
RICH GIFT (Stylized)	546,117	7-31-51
FIRENZE <FLORENCE>	507,853	3-22-49
AETNA (Stylized)	507,651	3-15-49
YOSEMITE (Stylized)	501,119	7-20-48
BEACON HILL	390,647	9-30-41
OLD MILL (Stylized)	336,253	6-30-36
MISSION PEAK	321,772	2-12-35
MISS CALIFORNIA (Stylized)	236,685	12-20-27
NUTRADIET (Stylized)	185,225	6-10-24
WORTHMORE (Stylized)	170,655	7-17-23
TASTE O' THE WEST (And Design)	163,556	1-23-23