

02-03-2005



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1-28-05

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

U Save Foods, Inc.

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

Citizenship (see guidelines) \_\_\_\_\_  
 Execution Date(s) November 12, 2004  
 Additional names of conveying parties attached?  Yes  No

3. Nature of conveyance

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?  Yes  No

Name: Deutsche Bank Trust Company Americas

Internal Address: \_\_\_\_\_

Street Address: 60 Wall Street

City: New York

State: New York

Country: \_\_\_\_\_ Zip 10005

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other Collateral Agent

Citizenship \_\_\_\_\_  
 Citizenship \_\_\_\_\_  
 Citizenship \_\_\_\_\_  
 Citizenship \_\_\_\_\_  
 Citizenship \_\_\_\_\_  
 Citizenship \_\_\_\_\_

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2494804  
2494806  
2494807

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Meredith Schorr

Internal Address: c/o White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York

State: New York Zip 10036

Phone Number: (212) 819-8753

Fax Number: (212) 354-8113

Email Address: trademarkdocket@whitecase.com

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$90.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

90E

8. Payment Information:

a. Credit Card Last 4 Numbers \_\_\_\_\_ OP  
 Expiration Date \_\_\_\_\_ OP  
 b. Deposit Account Number 23-1705  
 Authorized User Name Meredith Schorr

9. Signature:

*Meredith Schorr*

Signature

11/28/05

Date

Meredith Schorr

Name of Person Signing

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

8

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria VA 22313-1450

FINANCE  
28 AM 7:21

02/02/2005  
01 FC:8521  
02 FC:8522

**GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, U Save Foods, Inc., a Nebraska Corporation (the "Grantor") with principal offices at 7600 France Avenue South, PO Box 355, Minneapolis, MN 55440-0355, hereby grants to DEUTSCHE BANK TRUST COMPANY AMERICAS, as Collateral Agent, with principal offices at 60 Wall Street, New York, NY 10005, (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto (provided that no security interest shall be granted in United States intent-to-use trademark applications to the extent that, and solely during the period in which, the grant of a security interest therein would impair the validity or enforceability of such intent-to-use trademark applications under applicable federal law), (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

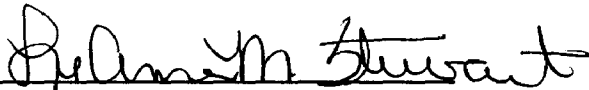
THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of November 12, 2004 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

**[Remainder of this page intentionally left blank; signature page follows]**

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 12<sup>th</sup> day of November, 2004.

U SAVE FOODS, INC., Grantor

By   
Name: LeAnne M. Stewart  
Title: Vice President

[U Save Foods Trademark Signature Page]


DEUTSCHE BANK TRUST COMPANY  
AMERICAS, as Collateral Agent and Grantee

By Scottye Lindsey  
Name: Scottye Lindsey  
Title: Director

[U Save Foods Trademark Signature Page]

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

On this 11 day of November, 2004, before me personally came LeAnne M. Stewart who, being by me duly sworn, did state as follows: that she is Vice President of U Save Foods, Inc., that she is authorized to execute the foregoing Grant on behalf of said corporation and that she did so by authority of the Board of Directors of said corporation.

  
Notary Public

JOHN C. OSTLING III  
NOTARY PUBLIC, State of New York  
No. 010S5069538  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires Nov. 26, 2006

[U Save Foods Trademark Signature Page]

STATE OF New York  
COUNTY OF New York ss:

On this 11th day of November, 2004, before me personally came SCOTTYE  
LINDSEY who, being by me duly sworn, did state as follows: that [s]he is  
DIRECTOR of Deutsche Bank Trust Company Americas, that [s]he is authorized to  
execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of  
the Board of Directors of said corporation.

Jo Jean Travis  
Notary Public

JOJEANTRAVIS  
Registration No. 01TR5013241  
New York County  
July 15, 2007

[U Save Foods Trademark Signature Page]

SCHEDULE A

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
U-SAVE FOODS; IT'S BETTER... WAY BETTER	2,494,804	10/2/2001
IT'S BETTER... WAY BETTER	2,494,806	10/2/2001
IT'S BETTER	2,494,807	10/2/2001