

08-06-1998

FORM PTC-100  
1-31-92

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



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To the Honorable Commissioner of Patents and Trademarks, Patent and Trademark Office, Washington, D.C. 20530, original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p><b>BORDER FOODS, INC.</b>  <b>J Street</b>  <b>Deming Industrial Park</b>  <b>Deming, New Mexico 88030</b></p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State: <b>Texas</b>  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>LASALLE BUSINESS CREDIT, INC., AS AGENT</u>  Internal Address: _____  Street Address: <u>135 South LaSalle Street</u>  City: <u>Chicago</u> State: <u>Illinois</u> ZIP: <u>60603</u></p>
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<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment                      <input type="checkbox"/> Merger  <input checked="" type="checkbox"/> Security Agreement              <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>July 31, 1998</u></p>	<p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u>  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  (Designations must be a separate document from Assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p>	<p>B. Trademark registration No.(s)  <b>SEE ATTACHED SCHEDULE A</b></p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Federal Research Corp.</u>  1  Internal Address: <u>Suite 101</u>  Street Address: <u>400 Seventh St NW</u>  <u>Washington</u>  City: <u>DC</u> State: <u>DC</u> ZIP: <u>20004</u></p>	<p>6. Total number of applications and registrations involved: <span style="border: 1px solid black; padding: 2px;">2</span></p> <p>7. Total fee (37 CFR 3.41): ..... \$ <u>65<sup>00</sup></u>  <input type="checkbox"/> Enclosed  <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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DO NOT USE THIS SPACE

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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

<p><u>Richard ROEL</u> Name of Person Signing</p>	<p><u>Richard Roel</u> Signature</p>	<p><u>8/3/98</u> Date</p>
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Total number of pages including cover sheet, attachments and document: 4

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

TRADEMARK  
REEL: 1765 FRAME: 0579

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated July 31, 1998 by and between Border Foods, Inc. and LaSalle Business Credit, Inc., as Agent.

<u>Reg. No. or Application No.</u>	<u>Reg. or Mark</u>	<u>Country</u>	<u>Filing Date</u>
1541724	Dos Amigos	U.S.A.	5/30/89
1225198	Dos Amigos	U.S.A.	1/25/83

**TRADEMARK ASSIGNMENT OF SECURITY**

WHEREAS, Border Foods, Inc., a corporation formed under the laws of Texas, located at J Street, Deming Industrial Park, Deming, New Mexico 88030 ("Borrower"), 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, Borrower is obligated to Agent and Lenders (terms hereinafter defined) pursuant to (i) a certain Second Amended and Restated Loan and Security Agreement, dated the date hereof, among Borrower and LaSalle Business Credit, Inc. ("LaSalle"), FINOVA Capital Corporation ("FINOVA"), the various other financial institutions which hereafter become a party thereto (LaSalle, FINOVA and such other financial institutions, collectively, the "Lenders") and LaSalle, as agent for Lenders (LaSalle in such capacity, "Agent") and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent for the ratable benefit of Agent and Lenders (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent and 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, Borrower does hereby assign unto Agent and grant to Agent for the ratable benefit of Agent and 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.

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

Dated: New York, New York

July 31, 1998

Witness:

[Signature]

BORDER FOODS, INC.

By: [Signature]  
Name: CALVIN WEIDER  
Its: Vice President

LASALLE BUSINESS CREDIT, INC.,  
as Agent

Witness:

[Signature]

By: [Signature]  
Name: JOSEPH COSTANZA  
Its: Senior Vice President

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

On this 31st day of July, 1998, before me personally came Calvin Deider, to me known, who, being by me duly sworn, did depose and say that he is the J.P. of Border Foods, 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.

Richard Roel  
Notary Public

RICHARD ROEL  
NOTARY PUBLIC, State of New York  
No. 01R05026268  
Qualified in Queens County  
Commission Expires April 18, 2000

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

On this 31st day of July, 1998, before me personally came Joseph Costanza, to me known, who, being by me duly sworn, did depose and say that he is the S.V.P. of LaSalle Business Credit, Inc., the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said corporation.

Richard Roel  
Notary Public

RICHARD ROEL  
NOTARY PUBLIC, State of New York  
No. 01R05026268  
Qualified in Queens County  
Commission Expires April 18, 2000