FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

12-15-2000



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| | lease record the attached original document(s) or copy(ies). | | | |
| | Conveyance Type | | | |
| New | Assignment License | | | |
| Resubmission (Non-Recordation) Document ID # 101459227 Correction of PTO Error Reel # Frame # | Security Agreement Nunc Pro Tunc Assignment Effective Date Month Day Year | | | |
| Corrective Document Reel # Frame # | Change of Name Other | | | |
| Conveying Party | lark if additional names of conveying parties attached Execution Date | | | |
| Name Maranatha Holding Corp. | Month Day Year 05122000 | | | |
| Formerly | | | | |
| Individual General Partnership L | imited Partnership 🗶 Corporation 🔲 Association | | | |
| Other | | | | |
| X Citizenship/State of Incorporation/Organizatio | n Delaware | | | |
| Receiving Party Mark if additional names of receiving parties attached Name U.S. Bank National Association | | | | |
| DBA/AKA/TA | | | | |
| Composed of | | | | |
| Address (line 1) 111 S.W. Fifth Avenue | | | | |
| Address (line 2) Suite 400 | | | | |
| Address (line 3) Portland | OR 97204 | | | |
| Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. X Other National Banking Association Other National Banking Association Other Citizenship/State of Incorporation/Organization Other Oth | | | | |
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Patent and Trademark Office

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| FORM PTO- Expires 06/30/99 | 1618B | Page 2 | U.S. Department of Commerce Patent and Trademark Office TRADEMARK |
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| Address (line 2) | | | |
| Address (line 3) | | | |
| Address (line 4) | | | |
| Correspond | lent Name and Address Area Co | ode and Telephone Number | (503) 224-5858 |
| Name | Dustin R. Klinger | | |
| Address (line 1) | Miller Nash LLP | | |
| Address (line 2) | 3500 U.S. Bancorp Tower | | |
| Address (line 3) | 111 S.W. Fifth Avenue | | |
| Address (line 4) | Portland, OR 97204-3699 | | |
| Pages | Enter the total number of pages of including any attachments. | f the attached conveyanc | e document # 10 |
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| | e <i>Trademark Application Number <u>or</u> the Regis</i> demark Application Number(s) | ration Number (DO NOT ENTER Re | egistration Number(s) |
| 75680144 | 75647647 75750449 | 1907898 | 1589199 1740639 |
| 75341591 | 75924529 | 836887 | 2065848 1705251 |
| | | 2019070 | 1874012 |
| Number of | Properties Enter the total numl | ber of properties involved | 1. # 13 |
| Fee Amour | | perties Listed (37 CFR 3 | |
| Method | of Payment: Enclosed [| | |
| Deposit (Enter for | payment by deposit account or if additional fe | ees can be charged to the accou Account Number: | nt.) # |

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. Charges to deposit account are authorized, as

Authorization to charge additional fees:

indicated herein.

Dustin R. Klinger

Name of Person Signing

Signature

November 20, 2000

Date Signed

No

FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

09-18-2000



U.S. Department of Commerce Patent and Trademark Office **TRADEMARK**

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RECORDATION FORM COVER SHEET

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| Resubmission |
| Resubmission (Non-Recordation) Document ID # Correction of PTO Error Reel # Frame # Change of Name Corrective Document Reel # Frame # Other Conveying Party Mark if additional names of conveying parties attached Month Day Year Other Conveying Party Individual General Partnership Limited Partnership Corporation Association Other |
| Document ID # |
| Correction of PTO Error Reel # Frame # Change of Name Corrective Document Reel # Frame # Other Conveying Party Mark if additional names of conveying parties attached Maranatha Holding Corp. Formerly Individual General Partnership Limited Partnership Corporation Association Other |
| Reel # Frame # Change of Name Corrective Document Reel # Frame # Other Conveying Party Mark if additional names of conveying parties attached Month Day Year Name Maranatha Holding Corp. Formerly Limited Partnership Corporation Association Other |
| Corrective Document Reel # Frame # Other Conveying Party |
| Conveying Party Name Maranatha Holding Corp. Mark if additional names of conveying parties attached Month Day Year 05/12/2000 Formerly Individual General Partnership Limited Partnership Corporation Association |
| Conveying Party Mark if additional names of conveying parties attached Execution Date Month Day Year |
| Name Maranatha Holding Corp. Formerly |
| Formerly Individual General Partnership Limited Partnership Corporation Association Other |
| Individual General Partnership Limited Partnership Corporation Association Other |
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| Citizenship/State of Incorporation/Organization |
| Receiving Party Mark if additional names of receiving parties attached |
| Name U.S. Bank National Association |
| |
| DBA/AKA/TA |
| Composed of |
| Address (I. J. 111 S.W. Fifth Avenue |
| Address (line 1) |
| Address (line 2) Suite 400 |
| Address (line 3) Portland Oregon 97204 |
| City State/Country Zip Code Individual General Partnership Limited Partnership If document to be recorded is an |
| assignment and the receiving party is |
| Corporation Association appointment of a domestic |
| Other National Banking Association representative should be attached. (Designation must be a separate |
| document from Assignment.) |
| Citizenship/State of Incorporation/Organization |
| |
| Other National Banking Association (Designation must be a separate document from Assignment.) Citizenship/State of Incorporation/Organization FOR OFFICE USE ONLY 40.00 0P |

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| Domestic Representative Name and Address Enter for the first Receiving Party only. | | | | | | |
| Name | | | | | | |
| Address (line 1) | | | | | | |
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| Address (line 3) | | | | | | |
| Address (line 4) | | | | | | |
| Correspond | lent Name and Add | ress Area Code and Telephone Number | 503) 224-5858 | | | |
| Name | Dustin R. Klinger | | | | | |
| Address (line 1) | Miller Nash LLP | | | | | |
| Address (line 2) | 111 S.W. Fifth Avenue | | | | | |
| Address (line 3) | Suite 3500 | | | | | |
| Address (line 4) | Portland, Oregon 97204-3 | 3699 | | | | |
| Pages | Pages Enter the total number of pages of the attached conveyance document including any attachments. | | | | | |
| Trademark A | Application Numbe | r(s) or Registration Number(s) | Mark if additional numbers attached | | | |
| | | ther <u>or</u> the Registration Number (DO NOT ENTER B | | | | |
| 75680144 | demark Application Nu 75647647 | 75750449 Regi | stration Number(s) | | | |
| 75341591 | 75924529 | 836887 | 2065848 1705251 | | | |
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| Number of F | Properties Enter th | ne total number of properties involved. | # 13 | | | |
| Fee Amoun | t Fee Amo | ount for Properties Listed (37 CFR 3.41 |): \$ [65.00 | | | |
| Method of Payment: Enclosed X Deposit Account Deposit Account | | | | | | |
| (Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: # 13-3571 | | | | | | |
| | | Authorization to charge additional fees | :: Yes No 🗶 | | | |
| Statement a | nd 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. Charges to deposit account are authorized, as indicated herein. | | | | | | |
| Dustin R. Kling | ger | 1 desturb belien | n 3/22/00 | | | |
| Name | of Person Signing | Signature | Date Signed | | | |

SECOND AMENDMENT OF SECURITY AGREEMENT

AMENDMENT OF SECURITY AGREEMENT dated as of May 12, 2000, by and between MARANATHA HOLDING CORP., a Delaware corporation ("Grantor"), and U.S. BANK NATIONAL ASSOCIATION, a national banking association ("Lender").

WITNESSETH:

- A. Pursuant to a security agreement dated August 2, 1999 as amended on February 10, 2000 (the "Security Agreement"), Grantor granted to Lender a security interest in certain collateral described therein to secure all indebtedness under a certain credit agreement between Grantor and Lender dated August 2, 1999, in a principal amount of \$4,250,000.
- B. Pursuant to a first amendment and restatement of said credit agreement dated February 10, 2000, the indebtedness secured by the Security Agreement was increased by \$1,500,000.
- C. Pursuant to a second amendment and restatement of said credit agreement, Lender has loaned or agreed to loan to Grantor the additional sum of \$5,750,000.
- D. As a condition precedent to making the loan to Grantor, Lender has required that Grantor amend the Security Agreement such that it secures the additional indebtedness.

NOW, THEREFORE, the parties agree as follows:

1. Section 1.3 of the Security Agreement is hereby amended and restated to read in its entirety as follows:

"The words 'Credit Agreement' means the Second Amended and Restated Credit Agreement between Grantor, Lender, Maranatha Acquisition Corp., and Sunlight Foods, Inc., dated as of May 12, 2000, together with all amendments and restatements thereof, renewals of, extensions of, modifications of, refinancings of, consolidations of and substitutions for the Credit Agreement, including all increases of Indebtedness under the Credit Agreement."

- 2. Schedule 2 attached to this Amendment is substituted for Schedule 2 attached to the Security Agreement.
- 3. Except as expressly set forth herein, the Security Agreement shall remain unmodified and in full force and effect.

SIGNATURE PAGE FOLLOWS

- 1 -

PDXDOCS:1159663.3

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IN WITNESS WHEREOF, the parties have executed this agreement as of the date first written above.

MARANATHA HOLDING CORP.

By:

Title:

U.S. BANK NATIONAL ASSOCIATION

-2-

PDXDOCS:1159663.3

PDXDOCS:1160459.2

List of Intellectual Property

Maranatha Holding Corp.

| Federal Mark | Reg. No. | Reg. Date | Serial No. | Appln. Date | |
|--|----------|-----------|------------|--------------|--|
| TRULY INSPIRED NATURAL FOODS | N/A | N/A | 75/862,455 | Dec. 2, 1999 | |
| INSPIRED NATURAL FOODS | N/A | N/A | 75/862,627 | Dec. 2, 1999 | |
| NOTE: The following four applications, in the name of Maranatha Holding Corp., are in process: | | | | | |
| NSPIRED (Word) (Actual Use) | N/A | N/A | N/A | N/A | |
| NSPIRED (Word) (Intent-to-Use) | N/A | N/A | N/A | N/A | |
| Logo (N with S design) (Actual Use) | N/A | N/A | N/A | N/A | |
| Logo (N with S design) (Intent-to-Use) | N/A | N/A | N/A | N/A | |
| | | | | | |

Maranatha Acquisition Corp.

| Federal Mark | Reg. No. | Reg. Date | Serial No. | Appln. Date | |
|--|-----------|----------------|------------|---------------|--|
| MARANATHA NATURAL FOODS | 1,453,359 | Aug. 18, 1987 | 73-632673 | Nov. 28, 1986 | |
| NOTE: The following three registrations, currently in the name of Loriva Supreme Foods, Inc., are in the process of being assigned to Maranatha Acquisition Corp.: | | | | | |
| JAZZ | 2,309,560 | Jan. 18, 2000 | 75-190,743 | Oct. 31, 1996 | |
| CANOLIVE | 1,656,943 | Sept. 10, 1991 | 74-034,310 | March 5, 1990 | |
| LORIVA | 1,493,354 | June 21, 1988 | 73-691,997 | Oct. 26, 1987 | |
| NOTE: The following mark is in the process of being assigned to Maranatha Acquisition Corp.: | | | | | |
| HEALTH TRIP | 2,096,583 | Sept. 16, 1997 | N/A | N/A | |
| NOTE: The following marks, currently in the name of <u>Le-An Sales</u> , <u>LLC</u> , will be assigned to Maranatha Acquisition Corp. at the closing: | | | | | |
| NORTHWEST DELIGHTS AND MOUNTAIN DESIGN | 1,874,012 | Jan. 17, 1995 | N/A | N/A | |
| HAWAII'S DIAMONDHEAD DELIGHTS | N/A | N/A | N/A | Feb. 16, 2000 | |

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Revised March 29, 2000

State of Oregon Mark Reg. No. Reg. Date Serial No. Appln. Date

THE NUT BUTTER COMPANY T26,360 July 29, 1992 N/A N/A

NOTE: The following registration is current, but will be allowed to expire on July 29, 2002:

NUTTIN' BETTER

T26,359 July 29, 1992

N/A

N/A

NOTE: The following mark, registered to Maranatha Natural Foods, Inc., is in the process

of being assigned to Maranatha Acquisition Corp.:

MARANATHA NATURAL FOODS

T21,378 Feb. 3, 1987

N/A

N/A

NOTE: The following mark, registered to Le-An, Sales, L.L.C., will be assigned to Mar.

Corp. at the Closing:

Washington State Mark

Reg. No.

Reg. Date

Serial No.

Appln. Date

NORTHWEST DELIGHT AND

16,972

Jan. 23, 1987

MOUNTAIN DESIGN

Sunlight Foods, Inc.

- 4. The fictitious business name statement for the name "Sunspire" filed by the Company in Alameda County is attached.
- 5. Trademark License Agreement between the Company and FruitSource, dated 8/1/95, expiring 8/1/2005.
- See Attached.

Revised March 29, 2000

SUNLIGHT FOODS, INC. STATUS OF UNITED STATES TRADEMARKS

| MARK | STATUS |
|-----------------------|---|
| BAKING BREAK | Registered 5/9/95 |
| Serial No. 74/491,265 | Expires 5/9/2005 |
| Reg. No. 1,893,256 | (Section 8 & 15 Affidavit due between |
| <u> </u> | 5/9/2000 and 5/9/2001 |
| BERRY WILD CRITTERS | Registered 4/30/1996 |
| Serial No. 74/667,339 | Expires 4/30/2006 |
| Reg. No. 1,971,290 | (Section 8 & 15 Affidavit due between |
| | 4/30/2001 and 4/30/2002) |
| CAROBA | Registered 7/3/84 |
| Reg. No. 1,284,507 | Expires 7/3/2004 |
| | Section 8 & 15 Affidavit filed with PTO on |
| | 1/16/90. PTO sent notice 7/30/90 that |
| | Section 8 & 15 Affidavit fulfills the statutory |
| | requirements and has been accepted by PTO. |
| | Registration now incontestable. |
| | (Note: when filing renewal application, must |
| | also file Section 8 Affidavit.) |
| CHIP LOGO | Registered 6/14/88 |
| Serial No. 73/653,230 | Expires 6/14/2008 |
| Reg. No. 1,492,474 | Section 8 & 15 Affidavit filed with PTO on |
| | 7/12/93. PTO sent notice 11/22/93 that |
| | Section 8 & 15 Affidavit fulfills the statutory |
| | requirements and has been accepted by the |
| | PTO. Registration now incontestable. |
| CRUNCHIES | Registered 12/9/1997 |
| Serial No. 75/109,853 | Expires 12/9/2007 |
| Reg. No. 2,120,523 | (Section 8 & 15 Affidavit due between |
| | 12/9/2002 and 12/9/2003) |
| EPIC | Registered 7/13/1999 |
| Serial No. 75/474,545 | Expires 7/13/2009 |
| Reg. No. 2,261,715 | (Section 8 & 15 Affidavit due between |
| | 7/13/2004 and 7/13/2005) |
| | (Note: when filing renewal application, must |
| | also file Section 8 Affidavit.) |

Revised March 29, 2000

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SUNLIGHT FOODS, INC. STATUS OF UNITED STATES TRADEMARKS

| MARK | STATUS |
|-------------------------|--|
| "S" | Registered 10/11/1983 |
| Reg. No. 1,253,883 | Expires 10/11/2003 |
| | Section 8 & 15 accepted and acknowledged. |
| | Registration now incontestable. |
| | (Note: when filing renewal application, must |
| | also file Section 8 Affidavit.) |
| SUNDROPS | Registered 1/26/93 |
| Serial No. 74/199,707 | Expires 1/26/2003 |
| Reg. No. 1,748,713 | Section 8 & 15 accepted and acknowledged. |
| | Registration now incontestable. |
| | (Note: when filing renewal application, must |
| | also file Section 8 Affidavit.) |
| SUNSPIRE | Registered 9/6/1983 |
| Reg. No. 1,250,605 | Expires 9/6/2003 |
| | Section 8 & 15 accepted and acknowledged. |
| | Registration now incontestable. |
| | (Note: when filing renewal application, must |
| | also file Section 8 Affidavit.) |
| SUNSPIRE BAT BITES | Registered 10/22/1996 |
| Serial No. 74/570,092 | Expires 10/22/2006 |
| Reg. No. 2,009,367 | (Section 8 & 15 Affidavit due between |
| | 10/22/2001 and 10/22/2002) |
| SUNSPIRE CRYSTAL | Registered 4/11/95 |
| Serial No. 74/491,264 | Expires 4/11/2005 |
| Reg. No. 1,888,701 | (Section 8 & 15 Affidavit due between |
| | 4/11/00 and 4/11/01) |
| SUNSPIRE EARTHBALLS | Registered 10/31/95 |
| Serial No. 74/497,269 | Expires 10/31/2005 |
| Reg. No. 1,930,743 | (Section 8 & 15 Affidavit due between |
| | 10/31/2000 and 10/31/2001) |
| SUNSPIRE SHOOTING STARS | Registered 8/15/1995 |
| Serial No. 74/497,267 | Expires 8/15/2005 |
| Reg. No. 1,911,621 | (Section 8 & 15 Affidavit due between |
| | 8/15/2000 and 8/15/2001) |

Revised March 29, 2000

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SUNLIGHT FOODS, INC. STATUS OF UNITED STATES TRADEMARKS

| MARK | STATUS |
|------------------------|---|
| SUNSPIRE TOFFEE CRUNCH | Registered 2/23/1999 |
| Serial No. 75/303,574 | Expires 2/23/2009 |
| Reg. No. 2,226,738 | (Section 8 & 15 Affidavit due between |
| _ | 2/23/2004 and 2/23/2005) |
| SWEETS-TO-GO | Application filed 9/28/98 (Intent-to-Use) |
| Serial No. 75/560,585 | Notice of Allowance issued by PTO on |
| | 7/20/1999. Statement of Use filed on |
| | 1/20/2000. Awaiting acceptance of |
| | Statement of Use and Certificate of |
| | Registration. |
| TRULY INSPIRED NATURAL | Registered 11/3/1998 |
| Serial No. 75/415,673 | Expires 11/3/2008 |
| Reg. No. 2,201,542 | (Section 8 & 15 Affidavit due between |
| | 11/3/2003 and 11/3/2004) |

SUNLIGHT FOODS, INC. STATUS OF FOREIGN APPLICATIONS

| | • | |
|----------------------------------|----------------|-----------------------------|
| MARK | COUNTRY | STATUS |
| SUNSPIRE Application No. 1305283 | European Union | Application filed 9/10/99. |
| SUNSPIRE Application No. 1032475 | Canada | Application filed 10/14/99. |
| SUNSPIRE Application No. 9627499 | Japan | Application filed 10/25/99. |

Revised March 29, 2000

SUNLIGHT FOODS, INC. STATUS OF CALIFORNIA TRADEMARKS

| MARK | STATUS | | |
|--|--|--|--|
| CAROBA AND DESIGN OF SUN Reg. No. 62048 | Registered 8/1/80 and renewed in 1990 Expires 8/1/2000 | | |
| "S" in a fanciful depiction | Registered 2/24/82 and renewed in 1992 | | |
| Reg. No. 65549 | Expires 2/24/2002 | | |
| SUNSPIRE | Registered 2/24/82 and renewed in 1992 | | |
| Reg. No. 65548 | Expires 2/24/2002 | | |

| <u>Federal</u> | <u>Mark</u> | Reg. No. | Reg. Date | Serial No. | Appln. Date | |
|--------------------------|---|---|---|--|--|--|
| | <u>NOTE</u> : The following marks, currently in the name of <u>Cloud Nine</u> , <u>Inc</u> , will be assigned to <u>Sunlight Foods</u> , <u>Inc</u> , at the closing. | | | | | |
| CLOUE | NINE | | | | | |
| • | USPTO OHIM Britain & Northern Ireland CIPO (Canada) Japan | 1,740,639 000,190,827 157,372 414,007 3,067,673 | Feb. 2, 1999 June 9, 1995 June 25, 1993 | | N/A N/A N/A N/A N/A | |
| CLOUD | NINE PURE CHOCOLATE 9 | | | | | |
| • | USPTO | 1,705,251 | Aug. 4, 1992 | N/A | N/A | |
| TROPIC | CAL SOURCE | | | | | |
| • | USPTO (US) IMPI (Mexico) OHIM Britain & Northern Ireland CIPO (Canada) Japan | 1,558,291 | Dec. 16, 1998 | N/A N/A N/A N/A N/A N/A | N/A N/A N/A N/A N/A N/A | |
| SORRENTO VALLEY ORGANICS | | | | | | |
| • | USPTO | N/A | N/A | 75/647,647 | Nov. 4, 1999 | |

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Revised March 29, 2000

| Federal Mark | Reg. No. | Reg. Date | Serial No. | Appln. Date |
|---|----------------------|-------------------------------|--|---------------|
| SPEAK EASY | | | | |
| CIPO TMAUSPTO | 158,165 836,887 | Oct. 19, 1967 May 1, 1967 | N/A N/A | N/A N/A |
| STILL NATURAL AFTER ALL THESE YEARS | • | | | |
| • USPTO | 2,019,070 | Nov. 26, 1996 | N/A | N/A |
| ENVIROMINTS | | | | |
| • USPTO | 1,589,199 | Aug. 10, 1989 | N/A | N/A |
| (Still in the name of Environmental Candy Co., but was sold to Cloud Nine on January 15, 2000.) | | | | |
| | | | | |
| SKY-HIGH | | **** | ###################################### | 4 0 1000 |
| Intent to Use Application | N/A | N/A | 75/750,449 | Aug 9, 1999 |
| SKY HIGH | | | | |
| Intent to Use Application | N/A | N/A | 75/680,144 | May 3, 1999 |
| CLOUD NINE MILE HIGH | | | | |
| Intent to Use Application | N/A | N/A | 75-651 | March 1, 1999 |
| REFLEX | | | | |
| Intent to Use Application | N/A | N/A | 75-341,591 | Aug. 15, 1997 |
| LIONS AND TIGERS AND BEARS | | | | |
| USPTOCIPA | 2,065,848 470,828 | May 27, 1997 Feb. 12, 1997 | | |

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TRADEMARK RECORDED: 11/22/2000 REEL: 2194 FRAME: 0866

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