

01-31-2001



101600831

1.19.01

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership

- Corporation Association

Other

Citizenship/State of Incorporation/Organization

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. (Designation must be a separate document from Assignment.)

01/30/2001 DBYRNE 00000124 1716822

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 250.00 OP

290E

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practices. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(213) 683-6333

Name

Josh S. Ridout, Esq.

Address (line 1)

Paul, Hastings, Janofsky & Walker LLP

Address (line 2)

555 South Flower Street, Suite 2300

Address (line 3)

Los Angeles, California 90071

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

3

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

1716822

2106453

2240563

1746589

2108266

2301436

2074654

2161073

2344004

Number of Properties

Enter the total number of properties involved.

#

11

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

290.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

16-0752

Authorization to charge additional fees:

Yes

No

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 indicated herein.

JOSH S. RIDOUT

1/19/01

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

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Trademark Application Number(s) or Registration Number(s)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark if additional numbers attached

Trademark Application Number(s)

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Registration Number(s)

2352381	<input type="text"/>	<input type="text"/>
2401977	<input type="text"/>	<input type="text"/>
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TRADEMARK SECURITY AGREEMENT TERMINATION AND RELEASE

This Trademark Security Agreement Termination and Release (this "Termination") is made as of this 13th day of December, 2000, by Imperial Bank, a California banking corporation ("Bank").

R E C I T A L S

A. Pursuant to the terms of that certain Trademark Security Agreement dated as of November 24, 1998 (the "Security Agreement"), between Bank and Fresh Enterprises, Inc., a California corporation ("Company"), Company granted to Bank a security interest in all Trademark Collateral, as defined in the Security Agreement, including without limitation the trademark and service mark registrations listed on Exhibit A attached hereto.

B. Bank desires to terminate the Security Agreement and release its security interest in the Trademark Collateral.

NOW, THEREFORE, in exchange for good and valuable consideration, the receipt of which is hereby acknowledged, Bank does hereby covenant and agree as follows:

1. The Security Agreement, and Bank's security interest in the Trademark Collateral (including without limitation the trademark and service mark registrations listed in Exhibit A), is hereby terminated and released.

2. Bank represents and warrants that it has full power and authority to execute this Termination and to release its security interest in the Trademark Collateral.

3. Bank represents and warrants that it has not assigned or otherwise encumbered its security interest in the Trademark Collateral.

4. Bank hereby agrees to execute, acknowledge and deliver all such further instruments and to take all such further actions as may be reasonably requested or are required in order to more fully and effectively carry out the purposes of this Termination.

IN WITNESS WHEREOF, Bank has duly executed this Termination as of
the day and year first above written.

IMPERIAL BANK,
a California banking corporation

By: Paula J. Barysaukas

Name: PAULA J. BARYSAUSKAS

Title: SENIOR VICE PRESIDENT

EXHIBIT A

Registered Trademarks and Service Marks

<u>Registration No.</u>	<u>Mark</u>
Reg. No. 1,716,822	BAJA FRESH (stylized)
Reg. No. 1,746,589	BAJA FRESH FOOD CANNOT BE MADE AT MICROWAVE SPEED
Reg. No. 2,074,654	ENCHILADO
Reg. No. 2,106,453	BAJA ENSALADA
Reg. No. 2,108,266	BURRITO DOS MANOS
Reg. No. 2,161,073	BURRITO ULTIMO
Reg. No. 2,240,563	NO MICROWAVES, NO CAN OPENERS, NO FREEZERS, NO LARD, NO M.S.G.
Reg. No. 2,301,436	BAJA FRESH
Reg. No. 2,344,004	A TASTE SO FRESH IT'S IN OUR NAME
Reg. No. 2,352,381	BAJA FRESH EXPRESS
Reg. No. 2,401,977	IT'S ABOUT FLAVOR...IT'S ABOUT FRESH...IT'S ABOUT TIME