

01/07/02

01-09-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

101937720

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): FINOVA Capital Corporation
Individual(s) Association General Partnership Limited Partnership Corporation-State Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Guaranty Business Credit Internal Corporation Address:
Street Address: 355 South Grand Avenue Suite 2400 City: Los Angeles State: CA Zip: 90071
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State CA Other
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) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger Security Agreement Change of Name Other
Execution Date: 12/11/01

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Additional number(s) attached Yes No

B. Trademark Registration No.(s) 972973; 1014205; 1012361; 1012362; 1927743; 2011354; 52475; 52476; 52477; 98552; 100169; 100173
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Gary D. Samson, Esq. Internal Address: Orrick, Herrington & Sutcliffe LLP
Street Address: 777 S. Figueroa Street Suite 3200 City: Los Angeles State: CA Zip: 90017

6. Total number of applications and registrations involved: 12
7. Total fee (37 CFR 3.41): \$315.00
Enclosed Authorized to be charged to deposit account
8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.
Joel Kabakoff Signature January 3, 2002 Date
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 7

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

01/08/2002 JFALLAH2 00000014 972973

01 FC:481 40.00 OP 02 FC:482 275.00 OP

TRADEMARK REEL: 002418 FRAME: 0443

ASSIGNMENT OF TRADEMARKS

W
1-1-01
December
~~October~~ 1, 2001
THIS ASSIGNMENT OF TRADEMARKS (this "Assignment") is made as of ~~October~~ 1, 2001 by FINOVA Capital Corporation ("Assignor") to Guaranty Business Credit Corporation ("Assignee").

RECITALS

A. Pursuant to that certain Loan and Security Agreement dated as of August 11, 1995 (as amended, restated or otherwise modified through the date hereof, the "Loan Agreement"), between Square H Brands, Inc. (the "Company") and Assignor, the Company obtained a line of credit upon the terms and subject to the conditions set forth therein.

B. In connection with the closing of the Credit Agreement, (i) the Company and Assignor entered into that certain Trademark Security Agreement dated as of August 11, 1995 (the "IP Security Agreement"), pursuant to which the Company granted to Assignor a lien on certain of its assets described therein, including without limitation the trademarks listed on Schedules 1-A and 1-B hereto (the "Trademarks"). The Grant of Security Interest Trademarks executed by the Company in favor of Assignor in connection with the IP Security Agreement was recorded with the United States Patent and Trademark Office at Reel 1502 Frame 0717.

C. In connection with the assignment by Assignor to Assignee of all of its rights under the Loan Agreement, Assignor has agreed to assign its rights in the Trademarks to Assignee as provided for herein.

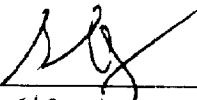
THIS ASSIGNMENT is made on the following terms, covenants and conditions:

1. Assignor hereby assigns to assignee all of its rights, title and interest as a secured party in and to all of the Trademarks.
2. Assignor hereby represents and warrants to Assignee that no previous assignment of Assignor's interest in and to the Trademarks has been made.
3. This Assignment shall inure to the benefit of Assignee, and shall be binding upon Assignor, its successors and assigns.
4. This Assignment shall be governed by and construed according to the laws of the State of California.

IN WITNESS WHEREOF, Assignor has executed this Assignment as of the date first above written.

ASSIGNOR:


FINOVA CAPITAL CORPORATION

By: 
Name: Steven Ogus
Title: Vice President

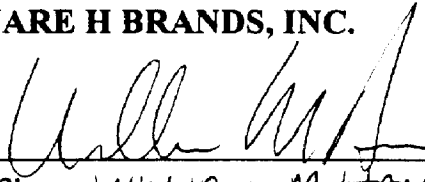
The undersigned hereby consents to assignment contained herein.

Dated: ^{December} ~~October~~ 11, 2001:

GUARANTY BUSINESS CREDIT CORPORATION, as Assignee

By: 
Name: Robin Luca
Its: AVP, Loan Officer

SQUARE H BRANDS, INC.

By: 
Name: WILLIAM M HANNIGAN
Its: CFO

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<u>Mark</u>	<u>Federal Registration Date</u>	<u>Federal Registration No.</u>
Hoffy	11/13/73	972973
Hoffy plus design	6/24/75	1014205
Hoffy	6/3/75	1012361
Hoffy plus design	6/3/75	1012362
Bill Bailey's	10/17/95	1927743
Bailey's	10/29/96	2011354

<u>Mark</u>	<u>Federal Registration Date</u>	<u>Federal Registration No.</u>
"Hoffy" within a circle, with depending ribbons ¹	8/15/74	52475
Hoffy & design	8/15/74	52476
Hoffy	8/15/74	52477
Hoffy	1/7/97	98552
Delite	6/19/95	100169
Senor Hoffy	6/19/95	100173

¹It is uncertain whether this trademark registration was renewed on a timely basis. In any event, this trademark registration is not material to Grantor.

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles } ss.

On December 18, 2001, before me, Barbara Martin, Notary Public,
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Robin LOCA,
Name(s) of Signer(s)

- personally known to me
- proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Barbara Martin
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Assignment of Trademarks

Document Date: December 11, 2001 Number of Pages: 3

Signer(s) Other Than Named Above: N/A

Capacity(ies) Claimed by Signer

Signer's Name: Robin LOCA

- Individual
- Corporate Officer — Title(s): AVP, Lending Officer
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer Is Representing: Guaranty Business Credit Corp

RIGHT THUMBPRINT OF SIGNER

Top of thumb here

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles } ss.

On December 18, 2001, before me Marvelyn Jackson, Notary Public
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Steven Ogus
Name(s) of Signer(s)

- personally known to me
- proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Place Notary Seal Above

WITNESS my hand and official seal.

Marvelyn Jackson
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

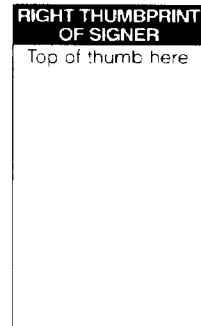
Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer Is Representing: _____



CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

STATE OF CALIFORNIA)
)
COUNTY OF Los Angeles) SS.
)

On 12-11-2001, before me, Rodolfo Garcia A Notary Public,
Date Name and Title of Officer (e.g. "Jane Doe, Notary Public")

personally appeared William M. Hannigan,
Name of Signer(s)

personally known to me – OR – proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

[Signature]
Signature of Notary Public

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY(IES) CLAIMED BY SIGNER(S)	DESCRIPTION OF ATTACHED DOCUMENT
<input type="checkbox"/> Individual <input type="checkbox"/> Corporate Officer _____ Title(s)	_____ Title or Type of Document
<input type="checkbox"/> Partner(s) <input type="checkbox"/> Limited <input type="checkbox"/> General	_____ Number of Pages
<input type="checkbox"/> Attorney-In-Fact <input type="checkbox"/> Trustee(s) <input type="checkbox"/> Guardian/Conservator <input type="checkbox"/> Other: _____	_____ Date of Document
Signer is Representing: Name of Person(s) or Entity(ies) _____ _____	_____ Signer(s) Other Than Named Above