

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                                  |  |                       |                       |
|----------------------------------|--|-----------------------|-----------------------|
| <b>SUBMISSION TYPE:</b>          | NEW ASSIGNMENT   |                       |                       |
| <b>NATURE OF CONVEYANCE:</b>     | Notice of Grant of Security Interest in Trademarks                                   |                       |                       |
| <b>CONVEYING PARTY DATA</b>      |  |                       |                       |
| <b>Name</b>                      | <b>Formerly</b>  | <b>Execution Date</b> | <b>Entity Type</b>    |
| EUROFRESH, INC.                  |  | 12/21/2005            | CORPORATION: DELAWARE |
| <b>RECEIVING PARTY DATA</b>      |  |                       |                       |
| <b>Name:</b>                     | Bank of America, N.A., as administrative agent                                       |                       |                       |
| <b>Street Address:</b>           | 231 South LaSalle Street   |                       |                       |
| <b>City:</b>                     | Chicago  |                       |                       |
| <b>State/Country:</b>            | ILLINOIS   |                       |                       |
| <b>Postal Code:</b>              | 60604  |                       |                       |
| <b>Entity Type:</b>              | National Banking Association:  |                       |                       |
| <b>PROPERTY NUMBERS Total: 5</b> |  |                       |                       |
| <b>Property Type</b>             | <b>Number</b>  | <b>Word Mark</b>      |                       |
| Registration Number:             | 1679579  | EUROFRESH             |                       |
| Registration Number:             | 2969367  | EUROFRESH FARMS       |                       |
| Registration Number:             | 2969368  | EURO FRESH FARMS      |                       |
| Serial Number:                   | 78409058   | GARDEN FRESH FLAVOR   |                       |
| Serial Number:                   | 78423994   | SWEET STAR            |                       |
| <b>CORRESPONDENCE DATA</b>       |  |                       |                       |
| <b>Fax Number:</b>               | (202)728-0744  |                       |                       |
|                                  | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                       |                       |
| <b>Phone:</b>                    | 2027216405   |                       |                       |
| <b>Email:</b>                    | christine.wilson@thomson.com   |                       |                       |
| <b>Correspondent Name:</b>       | Corporation Service Company  |                       |                       |
| <b>Address Line 1:</b>           | 1133 Avenue of the Americas  |                       |                       |
| <b>Address Line 2:</b>           | Suite 3100   |                       |                       |
| <b>Address Line 4:</b>           | New York, NEW YORK 10036   |                       |                       |
| <b>NAME OF SUBMITTER:</b>        | Christine Wilson   |                       |                       |

CH \$140.00 1679579

Signature:

/CHRISTINE WILSON/

Date:

12/27/2005

**Total Attachments: 3**

source=eurofresh - boa grant tm#page1.tif

source=eurofresh - boa grant tm#page2.tif

source=eurofresh - boa grant tm#page3.tif

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Amended and Restated Borrower and Subsidiary Security and Pledge Agreement dated as of December 21, 2005 (the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

| <u>Trademark No.</u> | <u>Description of Trademark Item</u> | <u>Date of Trademark</u> |
|----------------------|--------------------------------------|--------------------------|
| 1679579              | EUROFRESH                            | 3/17/92                  |
| 2969367              | EUROFRESH FARMS                      | 7/19/05                  |
| 2969368              | EUROFRESH FARMS                      | 7/19/05                  |

TRADEMARK APPLICATIONS

| <u>Trademark Application No.</u> | <u>Description of Trademark Applied For</u> | <u>Date of Trademark Application</u> |
|----------------------------------|---|--------------------------------------|
| 78409058                         | GARDEN FRESH FLAVOR                         | 4/27/04                              |
| 78423994                         | SWEET STAR                                  | 5/24/04                              |

The Obligors and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

EUROFRESH, INC.

By:   
Name: Frank van Straalen  
Title: CFO

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

The Obligors and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

EUROFRESH, INC.

By: \_\_\_\_\_  
Name:  
Title:

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: Paul Follino  
Name: PAUL FOLLINO  
Title: Assistant Vice President

Notice of Security Interest in Trademarks