

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TANIMURA & ANTLE FRESH FOODS, INC.		12/01/2008	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	BANK OF AMERICA, N.A.
Street Address:	405 Main Street, 2nd Floor
City:	Salinas
State/Country:	CALIFORNIA
Postal Code:	93901
Entity Type:	National Association:

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	3346576	BROCCOFLOWER
Registration Number:	3127302	TANIMURA & ANTLE
Registration Number:	2876357	TANIMURA & ANTLE
Registration Number:	3009128	TANIMURA & ANTLE GROWN WITH FAMILY PRIDE FOR 3 GENERATIONS
Registration Number:	2998643	TANIMURA & ANTLE
Registration Number:	2848876	GROWN WITH FAMILY PRIDE FOR 3 GENERATIONS
Registration Number:	2252015	T A
Registration Number:	1268130	T&A

CORRESPONDENCE DATA

Fax Number: (949)720-0182
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: trademark@buchalter.com
 Correspondent Name: Sandra P. Thompson

CH \$215.00 3346576

Address Line 1: 18400 Von Karman Avenue, Suite 800
Address Line 4: Irvine, CALIFORNIA 92612

ATTORNEY DOCKET NUMBER:

B1014-0098

NAME OF SUBMITTER:

Sandra P. Thompson

Signature:

/Sandra P. Thompson/

Date:

12/19/2008

Total Attachments: 3

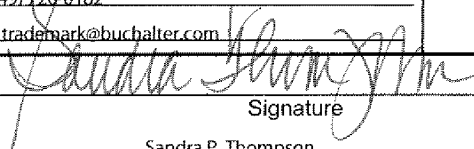
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**RECORDATION FORM COVER SHEET
 TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

<p>1. Name of conveying party(ies): TANIMURA & ANTLE FRESH FOODS, INC.</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: <u>California</u> <input type="checkbox"/> Other _____ Citizenship (see guidelines) _____ Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </p>	<p>2. Name and address of receiving party(ies) <input type="checkbox"/> Yes Additional names, addresses, or citizenship attached? <input checked="" type="checkbox"/> No</p> <p>Name: <u>BANK OF AMERICA, N.A.</u> Internal Address: _____ Street Address: <u>405 Main Street, 2nd Floor</u> City: <u>Salinas</u> State: <u>California</u> Country: <u>USA</u> Zip: <u>93901</u></p> <p> <input type="checkbox"/> Association Citizenship _____ <input type="checkbox"/> General Partnership Citizenship _____ <input type="checkbox"/> Limited Partnership Citizenship _____ <input type="checkbox"/> Corporation Citizenship _____ <input checked="" type="checkbox"/> Other <u>National Assoc.</u> Citizenship _____ 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) </p>
<p>3. Nature of conveyance)/Execution Date(s) : Execution Date(s) <u>December 1, 2008</u></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>4. Application number(s) or registration number(s) and identification or description of the Trademark.</p> <p>A. Trademark Application No.(s) _____</p> <p>B. Trademark Registration No.(s) 3346576 3127302 2876357 3009128 2998643 2848876 2252015 1268130</p> <p style="text-align: right;">Additional sheet(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown): _____</p>
<p>5. Name & address of party to whom correspondence concerning document should be mailed: Name: <u>Sandra P. Thompson</u> Internal Address: _____ Street Address: <u>18400 Von Karman Avenue, Suite 800</u> City: <u>Irvine</u> State: <u>California</u> Zip: <u>92612</u> Phone Number: <u>(949) 224-6282</u> Fax Number: <u>(949) 720-0182</u> Email Address: <u>trademark@buchalter.com</u></p>	<p>6. Total number of applications and registrations involved: 8</p> <p>7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ <u>215.00</u></p> <p> <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed </p> <p>8. Payment Information:</p> <p>Deposit Account Number <u>500977</u> Authorized User Name <u>Buchalter Nemer</u></p>
<p>9. Signature:  _____ Signature _____ Name of Person Signing</p>	<p>December 19, 2008 Date</p> <p>Total number of pages including cover sheet, attachments, and document: 3</p>

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450


**MEMORANDUM OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

TANIMURA & ANTLE FRESH FOODS, INC., a California corporation, whose address is 1 Harris Road, Salinas, CA 93908 ("Grantor") hereby acknowledges that it has granted to BANK OF AMERICA, N.A., whose address is 405 Main Street, 2nd Floor, Salinas, CA 93901 (the "Secured Party"), a security interest in and to all of the Grantor's right, title and interest in and to the trademark and trademark registrations and applications therefore which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Grantor (the "Trademarks"), together with the goodwill and assets of the business and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Security Agreement, dated as of December 1, 2008 by and between Grantor and Secured Party and other agreements, if any, referred to therein. Nothing contained in this Memorandum of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other collateral described in the agreements or otherwise.

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the 1st day of December, 2008.

Tanimura & Antle Fresh Foods, Inc.,
a California Corporation

By: 
Title: President

BN 2444788v1

**TRADEMARK
REEL: 003906 FRAME: 0910**

T&A Core Trademarks

Trademark	U.S. Registration Number	U.S. Registration <u>Date</u>	Other Countries
Broccoflower	3,346,576	12/4/2007	Canada, Mexico
Tanimura & Antle (design)	3,127,302	8/8/2006	Canada
Tanimura & Antle	2,876,357	8/24/2004	Canada
Tanimura & Antle Grown with Family Pride for 3 Generations	3,009,128	10/25/2005	Canada, Mexico, Taiwan
Tanimura & Antle (stylized)	2,998,643	9/20/2005	Canada
Grown with Family Pride for 3 Generations	2,848,876	6/10/2004	Canada
T A	2,252,015	6/8/1999	Canada, Mexico, China, Japan, Singapore, Taiwan
T&A	1,268,130	2/21/1984	none

Exhibit A

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