

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MEMORANDUM AND NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Brighton-Best International, Inc.		08/24/2011	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	East West Bank, as Agent		
<b>Street Address:</b>	135 North Los Robles Avenue, #600		
<b>City:</b>	Pasadena		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	91101		
<b>Entity Type:</b>	State-chartered Bank: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3243769	TESTED, TRIED AND TRUE	
<b>Registration Number:</b>	3835996	BBI	
<b>Registration Number:</b>	2489108	L9	
<b>Registration Number:</b>	1073456	BRIGHTON BEST QUALITY PRODUCTS B-RIGHT-ON FOUNDED 1925	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(949)720-0182		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(949) 224-6291		
<b>Email:</b>	trademark@buchalter.com		
<b>Correspondent Name:</b>	Farah P. Bhatti, Esq.		
<b>Address Line 1:</b>	18400 Von Karman Avenue, Suite 800		
<b>Address Line 4:</b>	Irvine, CALIFORNIA 92612		
<b>ATTORNEY DOCKET NUMBER:</b>	E0662-0004		

CH \$115.00 3243769

**900201338**

**TRADEMARK  
 REEL: 004617 FRAME: 0216**

NAME OF SUBMITTER:	Farah P. Bhatti, Esq.
Signature:	/Farah P. Bhatti/
Date:	09/02/2011
<b>Total Attachments: 3</b> source=BBI - fully-executed and dated IP Memo#page1.tif source=BBI - fully-executed and dated IP Memo#page2.tif source=BBI - fully-executed and dated IP Memo#page3.tif	

**MEMORANDUM AND NOTICE OF SECURITY INTEREST  
IN INTELLECTUAL PROPERTY**

Brighton-Best International, Inc., a California corporation, whose address is 5855 Obispo Avenue, Long Beach, California 90805 ("Debtor") hereby acknowledges that it had granted to East West Bank, whose address is 135 North Los Robles Avenue, #600, Pasadena, California 91101 ("Previous Secured Party") under reel and frame numbers 4507/0453 and 4507/0410 the trademarks and trademark registrations and applications which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor (the "Trademarks"). The Debtor and Secured Party would like to amend the previous filings pursuant to the 2011 Agreement as defined below.


Debtor hereby acknowledges that it has granted to East West Bank, as Agent whose address is 135 North Los Robles Avenue, #600, Pasadena, California 91101 ("Secured Party") for the ratable benefit of the financial institutions from time to time party to the 2011 Agreement (as defined below), as lenders, a security interest in and to all of Debtor's right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor which are identified on Exhibit A, together with the goodwill and assets of the business, as set forth in the Agreement and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement dated as of August 24, 2011 (the "2011 Agreement"), by and between, among others, Debtor and Secured Party, as security for the Obligations as set forth in the 2011 Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice 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 2011 Agreement or otherwise.

[Signature page to follow.]

24<sup>th</sup> IN WITNESS WHEREOF, the undersigned has duly executed this document as of the  
day of August 2011.

**BR BRIGHTON-BEST INTERNATIONAL,  
INC.,**  
a California corporation

By: 

Name: Robert Shieh  
Title: President

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Memorandum of Security Interest in Intellectual Property

Brighton-Best International, Inc.

**TRADEMARK**  
**REEL: 004617 FRAME: 0219**

EXHIBIT A  
TRADEMARKS


<b>Status</b>	<b>Owner</b>	<b>Trademark</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
Registered.	BRIGHTON-BEST INTERNATIONAL, INC.	TESTED, TRIED AND TRUE	3,243,769	May 22, 2007
Registered.	BRIGHTON-BEST INTERNATIONAL, INC.	BBI	3,835,996	August 17, 2010
Registered.	BRIGHTON-BEST INTERNATIONAL, INC.	L9	2,489,108	September 11, 2001
Registered.	BRIGHTON-BEST INTERNATIONAL, INC.		1,073,456	September 20, 1977

Exhibit A

BN 9687194v2