



06-07-2000

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #57

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RECORDA

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07-14-2000



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ET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
 BEAR CREEK COUNTRY KITCHEN ROYALTIES, L.L.C.
 aka BEAR CREEK ROYALTIES, L.L.C.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of New York
 Other Utah limited liability company

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: See Additional Attachment A
 Internal Address: _____
 City: _____ State: _____ Zip: _____

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 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: May 15, 2000

4. Application number(s) or registration number(s): See Additional Attachment B

A. Trademark Application No.(s) B. Trademark registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Gary Doctorman, Esq.
 Internal Address: PARSONS BEHLE & LATIMER
 Street Address: 201 So. Main Street, Suite 1800
 City: Salt Lake City State: Utah Zip: 84111

6. Total number of applications and registrations involved:[8]

7. Total Fee (37 CFR 3.41):\$ 215.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-0581

(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.

Gary Doctorman  June 5, 2000
 Name of Person Signing Signature Date

07/13/2000 DNGUYEN 00000355 500581 75119658

Total number of pages comprising cover sheet: [3]

01 FC:481 40.00 CH
02 FC:482 175.00 CH

ADDITIONAL ATTACHMENT A
Names and Addresses of Secured Parties

Secured Parties:

BANK ONE, UTAH, NATIONAL ASSOCIATION a national banking association; **BANC ONE LEASING CORPORATION**; and **BANK ONE, ARIZONA, NATIONAL ASSOCIATION** a national banking association

**Secured Parties' Collective
Address:**

Managed Assets, AZ1-1283
P.O. Box 71
Phoenix, AZ 85001
Attn: Bonnie Wilson
Phone: (602) 221-2049
Fax: (602) 221-1119

ADDITIONAL ATTACHMENT B
Trademark Application and Registration Numbers

BEAR CREEK COUNTRY KITCHENS	U.S. Application Serial No. 75/119,658
DESIGN (Bear with bow tie)	U.S. Registration No. 2,167,805
HANSEL & GRETEL SUGAR COOKIES	U.S. Registration No. 2,319,771
RED HEN BREAD	U.S. Registration No. 2,267,757
RED RIDING HOOD CAKE	U.S. Registration No. 2,267,755
THREE BEARS SOUP	U.S. Registration No. 2,267,756
YOU CAN'T CATCH ME GINGERBREAD	U.S. Registration No. 2,267,754
THE STORYBOOK COOK	U.S. Application Serial No. 75/415,790

NOTICE OF SECURITY INTEREST

Marks

Reference Information

BEAR CREEK COUNTRY KITCHENS	U.S. Application Serial No. 75/119,658
DESIGN (Bear with bow tie)	U.S. Registration No. 2,167,805
HANSEL & GRETEL SUGAR COOKIES	U.S. Registration No. 2,319,771
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THREE BEARS SOUP	U.S. Registration No. 2,267,756
YOU CAN'T CATCH ME GINGERBREAD	U.S. Registration No. 2,267,754
THE STORYBOOK COOK	U.S. Application Serial No. 75/415,790

This confirms that FOR VALUE RECEIVED and effective as of May 15, 2000, **BEAR CREEK COUNTRY KITCHEN ROYALTIES, L.L.C.** a Utah limited liability company, now known as **BEAR CREEK ROYALTIES, LLC** granted a security interest to **BANK ONE, UTAH, NATIONAL ASSOCIATION** a national banking association; **BANC ONE LEASING CORPORATION**; and **BANK ONE, ARIZONA, NATIONAL ASSOCIATION** a national banking association, (collectively hereinafter referred to as the "Secured Parties") pledging all rights, interests and titles in and to the trademarks and their applications and registrations referenced above, and the goodwill of the business associated with and symbolized by such marks. Said security interest includes a pledge of the United States trademark applications and registrations referenced above and any and all international rights, applications and registrations, if any, of said marks.

The addresses of the parties as of said effective date are as set forth below.

Debtor: **BEAR CREEK COUNTRY KITCHEN ROYALTIES, L.L.C.** a Utah limited liability company, now known as **BEAR CREEK ROYALTIES, LLC**

Debtor's Address: 875 South Industrial Parkway
Heber City, Utah 84032
Attention: Donald J. White

Secured Parties:

BANK ONE, UTAH, NATIONAL ASSOCIATION a national banking association; **BANC ONE LEASING CORPORATION**; and **BANK ONE, ARIZONA, NATIONAL ASSOCIATION** a national banking association

Secured Parties' Address:

Managed Assets, AZ1-1283
P.O. Box 71
Phoenix, AZ 85001
Attn: Bonnie Wilson
Phone: (602) 221-2049
Fax: (602) 221-1119

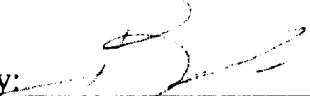
AGREED TO AND ACCEPTED BY:

SECURED PARTIES:

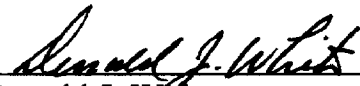
DEBTOR:

BANK ONE, UTAH, NATIONAL ASSOCIATION

BEAR CREEK COUNTRY KITCHEN ROYALTIES, L.L.C., a Utah limited liability company, now known as BEAR CREEK ROYALTIES, LLC

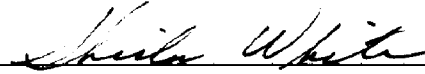
By: 

Bonnie D. Wilson
Its: First Vice President


By: 

Donald J. White
Its: Managing Member

BANK ONE, ARIZONA, NATIONAL ASSOCIATION

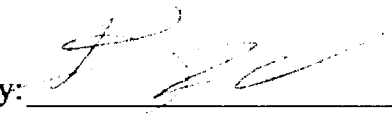
By: 

Sheila White
Its: Member

By: 

Bonnie D. Wilson
Its: First Vice President

BANC ONE LEASING CORPORATION

By: 

Bonnie D. Wilson
Its: ~~First Vice President~~ Agent