



101421754

7.12.00

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

1. Name of conveying party(ies):
 Ramsey Popcorn Co., Inc.
 Individual(s) Association
 General Partnership Limited
 Corporation-State Indiana Partnership
 Other:
 Additional name(s) of conveying party(ies) attached?
 Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: June 15, 2000

2. Name and address of receiving party(ies):
 Name: Wells Fargo Business Credit, Inc.
 Internal Address:
 Street Address: 100 East Wisconsin Ave., Suite 1400
 City: Milwaukee State: WI Zip: 53202
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State Minnesota
 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 names(s) & address(es) attached?
 Yes No

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

Additional numbers attached?

B. Trademark registration No.(s)
 1,669,654
 1,796,042
 1,161,210
 550,995
 Yes No

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

Name: Adam L. Brookman
Godfrey & Kahn, S.C.
 Internal Address:
 Street Address: 780 N. Water Street
 City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved:.....[4]

7. Total fee (37 CFR 3.41):\$ 115.00
 Enclosed
 Authorized to be charged to deposit account for any deficiencies

8. Deposit account number: 07-1509

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

08/02/2000 MTHAI1 00000244 1669654
 01 FC:481 40.00 DP
 02 FC:482 75.00 DP

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.

Adam L. Brookman
 Name of Person Signing

Signature


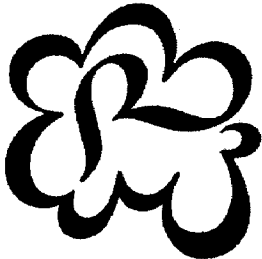
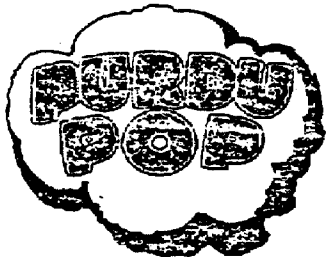
7/7/00
 Date

Total Number of pages, including cover sheet and attachments: [3]

Exhibit A

UNITED STATES ISSUED TRADEMARKS AND SERVICE MARKS

REGISTRATIONS

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
	1,669,654	December 24, 1991
	1,796,042	September 28, 1993
COUSIN WILLIE'S	1,161,210	July 14, 1981
	550,995	November 20, 1951

**NOTICE OF GRANT OF SECURITY AGREEMENT
IN TRADEMARKS**

UNITED STATES PATENT AND TRADEMARK OFFICE

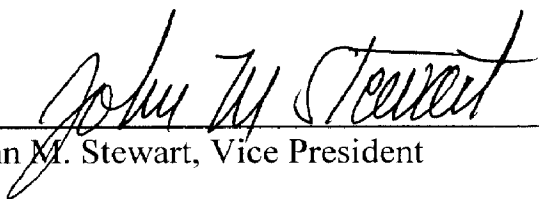
Ladies and Gentlemen:

Please be advised that pursuant to the Trademark Security Agreement dated as of June 15, 2000 (the "Security Agreement"), by RAMSEY POPCORN CO., INC. (the "Debtor") and WELLS FARGO BUSINESS CREDIT, INC. (the "Secured Party"), the Debtor has granted to the Secured Party a continuing security interest in and continuing lien upon the trademark registrations and/or trademark applications listed in **Exhibit A**, hereto.

The Secured Party, hereby acknowledges that the security interest in the foregoing trademark registrations and/or trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark registrations or trademark applications.

Very truly yours,

WELLS FARGO BUSINESS CREDIT, INC.

By: 
John M. Stewart, Vice President