08-03-2000

Form PTO-1594 R EET U.S. Department of Commerce
Patent and Trademark Office

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
[X] Corporation-State Indiana Partnership
[ ] Other:
Additional name(s) of conveying party(ies) attached?
[ ] Yes [X] No

3. Nature of conveyance:
[ ] Assignment [ ] Merger
[X] 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
[X] Corporation-State Minnesota
[ ] Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [X] No

(Designations must be a separate document from Assignment) Additional names(s) & address(es) attached?
[ ] Yes [X] 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 [X] 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
[X] Enclosed
[X] 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 OP
02 FC:482 75.00 OP

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

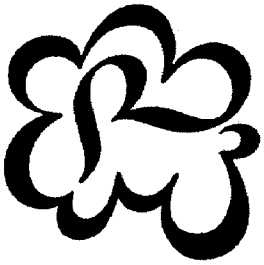
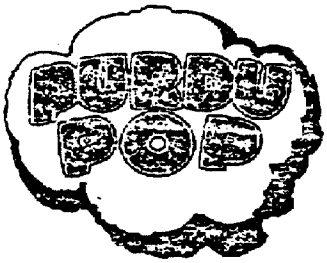
Total Number of pages, including cover sheet and attachments: [ 3 ]

MW431144_1.DOC

**Exhibit A**

UNITED STATES ISSUED TRADEMARKS AND SERVICE MARKS

REGISTRATIONS

| Mark | Registration Number | Registration Date |
|---|---|---|
| | 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 |

MW423316_1.DOC

# 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

John M. Stewart, Vice President

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