

11-02-2000



101502835

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

10-17-00

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002166 FRAME: 0079

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

*See attached sheet
Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

John Scheibeler, Esq.
White & Case Reg. No. 35,346

10/17/2000

Name of Person Signing

Signature

Date Signed

Trademarks

Mark	Appl. No.	Appl. Date	Reg. No.	Reg. Date
ARTISAN	73/805,124	6/7/1989	1587001	3/13/1990
AUNT BERGHIE'S OLD-FASHIONED COOKIES	75/109,644	5/24/1996	2145296	3/17/1998
BAKERS D'LITES	73/695,379	11/16/1987	1596684	5/15/1990
BAKERS' BLISS	76/067,233	6/9/2000		
CRAFTSMAN	75/570,203	10/14/1998	2283394	10/5/1999
EAT WELL - TREAT YOUR BODY RIGHT	75/052,838	2/2/1996	2143193	3/10/1998
GIVE IN TO THE TASTE	75/699,247	5/6/1999		
GRETCHEN GRANT	72/003,292	2/24/1956	664504	7/15/1958
JUST WHIP	75/569,212	10/13/1998	2274587	8/31/1999
JUSTBAKE	75/699,226	5/6/1999		
JUSTBAKE	73/643,593	2/9/1987	1456728	9/8/1987
KRUMFINS	74/528,129	5/20/1994	1949644	1/16/1996
PENNANT	72/074,005	5/18/1959	691390	1/12/1960
PENNANT	75/570,204	10/14/1998	2272417	8/24/1999
PENNANT	74/079,870	7/19/1990	1732155	11/10/1992
PENNANT	75/699,248	5/6/1999	2314803	2/1/2000
SWEET BITES	74/188,889	7/26/1991	1798835	10/12/1993
SWEET BITES	74/422,129	8/9/1993	1854782	9/20/1994
SWEET BITES	75/615,201	1/4/1999		

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS AND PATENTS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Pennant Foods Company, a Delaware corporation (the "Grantor") with principal offices at 1050 Warrenville Road, Ste 200, Lisle, Illinois 60532, hereby assigns and grants to Morgan Guaranty Trust Company of New York, as Collateral Agent, with principal offices at 60 Wall Street, New York, New York 10260-0060 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all of the Grantor's rights, title and interest in and to the United States patents (the "Patents") set forth on Schedule B attached, in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks and Patents, (iv) the goodwill of the businesses with which the Marks are associated and (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other grantors from time to time party thereto and the Grantee, dated as of September 29, 1995 and amended and restated as of August 28, 1997, (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall, upon such satisfaction, execute, acknowledge and deliver to the Grantor an instrument in writing releasing the security interest in the Marks and Patents acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth


in the Security Agreement, all terms and provisions of which are incorporated herein by reference.

In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

* * *

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 5th day of October, 2000.

PENNANT FOODS COMPANY, as Grantor

By 

Thomas J. Lee
Authorized Signatory

MORGAN GUARANTY TRUST COMPANY OF
NEW YORK, as Collateral Agent and Grantee

By _____
Name:
Title:

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the ___

day of September, 2000.

PENNANT FOODS COMPANY, as Grantor

By _____

Name:

Title:

MORGAN GUARANTY TRUST COMPANY OF
NEW YORK, as Collateral Agent and Grantee

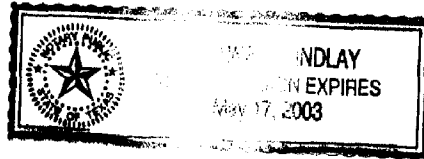
By Colleen Galle
Name: Colleen Galle
Title: Vice President

STATE OF TEXAS)
) ss.:
COUNTY OF TARRANT)

On this 5th day of October, 2000, before me personally came Thomas J. Lee who,
being by me duly sworn, did state as follows: that he is an Authorized Signatory of Pennant Foods
Company, that he is authorized to execute the foregoing Grant on behalf of said corporation and that
he did so by authority of the board of Directors of said corporation.

Melaine K. Gindlay

Notary Public



STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 27th day of Sept 2000, before me personally came Colleen Galle

_____ who, being by me duly sworn, did state as follows: that [s]he is
_____ of Morgan Guaranty Trust Company of New York, that [s]he is
authorized to execute the foregoing Grant on behalf of said corporation and that [s]he did so by
authority of the Board of Directors of said corporation.

Bebe F. Mohamed
Notary Public

BEBE F. MOHAMED
Notary Public, State of New York
No. 01AL5054005
Qualified in Kings County
Certificate Filed in New York County
Commission Expires Jan. 2, 2002

SCHEDULE A

Patents

Title	Inventors	Appl. No.	Appl. Date	Patent No.	Patent Date	Status
Process for Preparing an Edible Laminated Dough and Edible Lamination Dispersion Therefor	Van Eendenburg, et al.	09/578,577	5/25/2000			Filed
Edible Laminated Dough and Edible Lamination Dispersion Therefor	Van Eendenburg, et al.	08/663,766	6/14/1996			Filed
Reduced Fat Pies and Methods of Preparing the Pies	Gauchier, et al.	07/845,580	3/4/1992	5,208,060	5/4/1993	Granted
Deep-Frozen, Pre-Proofed Doughs	De Boer, et al.	07/812,554	12/23/1991	5,254,351	10/19/1993	Granted
Deep-Frozen, Pre-Proofed Doughs	De Bruijne, et al.	08/059,692	5/10/1993	5,447,738	9/5/1995	Granted
Just Bake Frozen Dough	Freyn, et al.	08/054,653	4/23/1993	5,451,417	9/19/1995	Granted
Glazing Agent	Brockhaus, et al.	08/344,612	11/13/1994	5,466,478	11/14/1995	Granted
Fat-Reduced Laminated Doughs	Boode-Boissevain, et al.	08/217,521	3/24/1994	5,480,662	1/2/1996	Granted
Emulsotropic Donut Icing	Kretow, et al.	08/389,441	2/15/1995	5,568,054	4/16/1996	Granted
Ready-to-Bake Doughs	Sanders, et al.	08/359,756	12/20/1994	5,560,946	10/1/1996	Granted
Process for Preparing an Edible Laminated Dough and Edible Lamination Dispersion Therefor	Van Eendenburg, et al.	08/790,875	1/3/1997	6,099,887	8/8/2000	Granted

SCHEDULE B

RECORDED: 10/17/2000

TRADEMARK
REEL: 002166 FRAME: 0090