

04-10-2001



101671330

3-23-01

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

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
  - Merger  Change of Name
  - Other
- Effective Date  
Month Day Year

**Conveying Party**

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

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/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual  General Partnership  Limited Partnership  Corporation  Association
  - Other
- 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.)

Citizenship/State of Incorporation/Organization

04/09/2001 DBYRNE 00000069 1758563

**FOR OFFICE USE ONLY**

01 FC:481 40.00 DP  
02 FC:482 300.00 DP

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

**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.

#

\*See Attached Sheets

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

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.

Danice Kowalczyk, Esq.  
White & Case

3/20/01

Name of Person Signing

Signature

Date Signed

SCHEDULE A - TRADEMARKS

W & W File No.	Country	Serial No./ (Registration No.)	Filing Date/ (Registration Date)	Mark
1922 T 002	U.S.	(1,758,563)	(3/16/93)	Butterfly Logo
1922 T 003	U.S.	(1,726,576)	(10/20/92)	America Loves What we Bake
1922 T 008	Canada	(420,718)	(12/10/93)	Fine Baked Goods in the European Tradition
1922 T 012	U.S.	(1,429,608)	(2/17/87)	La Francaise Croissant Fine Baked Goods in the European Tradition
1922 T 013	U.S.	(1,436,575)	(4/14/87)	La Francaise Croissant & Butterfly Logo
1922 T 014	U.S.	(1,607,565)	(7/24/90)	La Francaise & Butterfly Design
1922 T 015	U.S. - abandoned	(74/433,757)	(9/09/93)	Spoon-N-Bake
1922 T 016	State - Illinois	(073045)	(8/20/93)	Pride of France & Tower Design
1922 T 019	U.S.	(2,181,811)	(8/18/98)	La Francaise Bakery
1922 T 022	U.S.	(2,183,399)	(8/25/98)	La Francaise & Butterfly Logo

<b>W &amp; W File No.</b>	<b>Country</b>	<b>Serial No./ (Registration No.)</b>	<b>Filing Date/ (Registration Date)</b>	<b>Mark</b>
1922 T 023	U.S.	(2,109,095)	(10/28/97)	Butterfly Design
1922 T 025	U.S. - abandoned	(74/612,845)	(12/19/94)	Supreme Cinnamon Rolls
1922 T 044	U.S.	(2,233,648)	(3/23/99)	Café Pappion

SCHEDULE B - PATENTS

PATENT

REG. NO.

FILING DATE

Design for a Single Serving  
Container

Ser. No. 29/131,650

10/25/00

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

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, SCIS Food Services, Inc., a Delaware corporation (the "Grantor") with principal offices at 1521 North Cooper Street, Ste 300, Arlington, Texas 76011, 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 \_\_\_\_\_

day of December, 2000

SCIS FOOD SERVICES, INC., as Grantor

By:   
Name: Michael E. Broll  
Title: President

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

By: \_\_\_\_\_  
Name:  
Title:

new york ny 10017



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

day of December, 2000.

SCIS FOOD SERVICES, INC., as Grantor

By \_\_\_\_\_

Name:

Title:

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

By Cotton Galle  
Name: Cotton Galle  
Title: Vice President

STATE OF TEXAS

COUNTY OF TARRANT

) SS

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On this \_\_\_ day of December, 2000, before me personally came Michael E. Broll who, being by me duly sworn, did state as follows. that [s]he is President of SCIS Food Services, Inc., 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.

*Betty A. Bova*  
Notary Public





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