

05-04-2001



101701894

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

4-24-01

Submission Type

New

Resubmission (Non-Recordation)  
Document ID#

Correction of PTO Error  
Reel #  Frame #

Corrective Document  
Reel #  Frame #

Conveyance Type

Assignment  License

Security  Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date  
Month Day Year  
04/10/01

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name  Execution Date

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)     
City 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.)

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

05/03/2001 LMUELLE 060158  
40.00 DP  
1075.00 DP

**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)**  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" value="2,175,337"/>	<input type="text" value="1,888,001"/>	<input type="text" value="2,021,358"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,900,038"/>	<input type="text" value="2,046,536"/>	<input type="text" value="2,000,585"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,895,645"/>	<input type="text" value="2,062,006"/>	<input type="text" value="1,897,632"/>

**Number of Properties** Enter the total number of properties involved. #

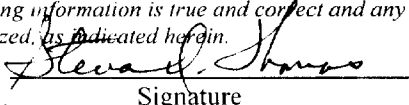
**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$

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.

Steven D. Thomas    
 Name of Person Signing Signature Date Signed

**RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY**

**Conveying Party**  **Mark if additional names of conveying parties attached**

Enter Additional Conveying Party

Execution Date  
Month Day Year

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organizaiton

**Receiving Party**  **Mark if additional names of receiving parties attached**

Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual  General Partnership  Limited Partnership

Corporation  Association

Other

Citizenship/State of  
Incorporation/Organization

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**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)

1,828,423  1,856,348  1,664,242

1,862,085  1,672,698  1,653,814

1,843,071  1,652,525  1,675,986

1,901,280  1,662,609  1,656,372

1,973,828  1,662,608  1,662,606

1,900,032  1,662,607  1,637,708

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of April 10, 2001 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of Trademark <u>Registration</u>
	see attached <u>Exhibit A</u>	

TRADEMARK APPLICATIONS

<u>Trademark Application No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Application</u>
	see attached <u>Exhibit A</u>	

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and 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 or trademark application.

Very truly yours,

MICHAEL FOODS OF DELAWARE, INC.,  
a Delaware corporation

By: 

Name: John D. Reedy

Title: E.V.P., C.F.O. and Treasurer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Agent

By: \_\_\_\_\_

Name: W. Thomas Barnett

Title: Managing Director

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and 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 or trademark application.

Very truly yours,

MICHAEL FOODS OF DELAWARE, INC.,  
a Delaware corporation

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

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Agent

By: *W. Thomas Barnett*  
Name: W. Thomas Barnett  
Title: Managing Director

Exhibit A

**Michael Foods of Delaware, Inc.  
(Delaware Corporation)**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
JUST SHELLS	2,175,337	7/21/98
CENTSABLE	1,900,038	6/13/95
HUMPTY DUMPTY	1,895,645	5/23/95
EGGSTENDABLE	1,888,001	4/4/95
ANNAPOLIS BRAND	2,046,536	3/18/97
EXPRESS EGGS	2,062,006	5/13/97
PURE PRO	2,021,358	12/3/96
EXPRESS EGGS	2,000,585	9/17/96
BREAKFAST DELIGHT and Design	1,897,632	6/6/95
HEALTH LINE	1,828,423	3/29/94
PAPETTI'S Stylized Letters	1,862,085	11/8/94
PAPETTI'S	1,843,071	7/5/94
LITE MORN	1,901,280	6/20/95
CENTSABLE	1,973,828	5/14/96
DESIGN ONLY	1,900,032	6/13/95
EGGVANTAGE	1,856,348	9/27/94
JERSEY PRIDE	1,672,698	1/21/92
ANGEL-WHIP	1,652,525	7/30/91
PRIME-TEX	1,662,609	10/29/91
BROKE N' READY	1,662,608	10/29/91
HY-TEX	1,662,607	10/29/91
EASY WAY	1,664,242	11/12/91
GOURMET CHEFS BLEND	1,653,814	8/13/91
BAKER'S PRIDE	1,675,986	2/18/92
DESIGN ONLY	1,656,372	9/10/91
SUNNY MORN	1,662,606	10/29/91
TABLE READY	1,637,708	3/12/91
HEALTHY MORN	1,622,718	11/13/90
NUTRI LIFE and Design	1,647,535	6/11/91
LITE -N- HEARTY	1,575,312	1/2/90
PAPETTI'S	1,609,936	8/14/90
PAPETTI'S Stylized Letters	1,582,800	2/13/90
NUTRI-LIFE and Design	1,279,553	5/29/84
SCRAMBLE PACK	1,140,033	9/30/80
JET-WHIP EGG WHITES	936,181	6/20/72
"IT PAYS TO DO BUSINESS WITH GOOD	937,191	7/4/72

Mark	Registration No.	Registration Date
EGGS"		
SPEED-EGG	815,048	9/13/66
EGG-VANTAGE	794,880	8/24/65
MONARK BRAND and Design	1,922,245	9/26/95
SIMPLY EGGS	1,766,860	4/20/93
QUAKER STATE FARMS INC. KLINGERSTOWN-PA-17941 and Design	1,718,433	9/22/92
FRESH 'N READY BRAND	1,802,202	11/2/93
DESIGN ONLY	1,719,555	9/22/92
LENOX PRIDE	1,723,015	10/6/92

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