



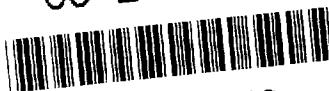
06-25-2001

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

06-12-2001

TR



101758676

U.S. Patent & TMO/TM Mail Rcpt Dt. #26

Patents and Trad

To be attached original documents or copy thereof.

1. Name of conveying party(ies):
 Bear Creek Country Kitchens, L.L.C.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other - a Delaware Limited Liability Company

Additional name(s) of conveying party(ies) attached? Yes No

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

Execution Date: May 8, 2001

2. Name and address of receiving party(ies):

Name: Bank One, Utah National Association, Banc One Leasing Corporation and Bank One, Arizona National Association

Internal Address: Managed Assets, AZ1-1283, P.O. Box 71

City: Phoenix State: Arizona Zip: 85001

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation
 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 name(s) & Address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) B. Trademark registration No.(s) Application No. See Attached Exhibit A

Additional numbers attached? Yes No

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

Name: William J. Evans

Internal Address: PARSONS BEHLE & LATIMER

Street Address: 201 South Main Street, Suite 1800

City: Salt Lake City State: Utah Zip: 84111

6. Total number of applications and registrations involved: 9

7. Total Fee (37 CFR 3.41):\$ 240.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-0581

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

06/22/2001 LMUELLER 00000164 500581 2378327 DO NOT USE THIS SPACE

01 FC:481 40.00 CH
 02 FC:482 200.00 CH

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.

William J. Evans
 Name of Person Signing

[Signature]
 Signature

June 11, 2001
 Date

Total number of pages comprising cover sheet: 2

EXHIBIT A

BEAR CREEK COUNTRY KITCHENS
DESIGN (Bear with bow tie)
HANSEL & GRETEL SUGAR COOKIES
RED HEN BREAD
RED RIDING HOOD CAKE
THREE BEARS SOUP
YOU CAN'T CATCH ME GINGERBREAD
THE STORYBOOK COOK
ALWAYS FRESH BECAUSE YOU MIX 'EM

U.S. Registration No. 2,378,327
U.S. Registration No. 2,167,805
U.S. Registration No. 2,319,771
U.S. Registration No. 2,267,757
U.S. Registration No. 2,267,755
U.S. Registration No. 2,267,756
U.S. Registration No. 2,267,754
U.S. Application Serial No. 75/415,790
U.S. Registration No. 1,841,939

NOTICE OF SECURITY INTEREST

Marks	Reference Information
BEAR CREEK COUNTRY KITCHENS	U.S. Registration No. 2,378,327
DESIGN (Bear with bow tie)	U.S. Registration No. 2,167,805
HANSEL & GRETEL SUGAR COOKIES	U.S. Registration No. 2,319,771
RED HEN BREAD	U.S. Registration No. 2,267,757
RED RIDING HOOD CAKE	U.S. Registration No. 2,267,755
THREE BEARS SOUP	U.S. Registration No. 2,267,756
YOU CAN'T CATCH ME GINGERBREAD	U.S. Registration No. 2,267,754
THE STORYBOOK COOK	U.S. Application Serial No. 75/415,790
ALWAYS FRESH BECAUSE YOU MIX 'EM	U.S. Registration No. 1,841,939

This confirms that FOR VALUE RECEIVED and effective as of May 8, 2001, **BEAR CREEK COUNTRY KITCHENS, L.L.C.** a Delaware limited liability company granted a security interest to **BANK ONE, UTAH, NATIONAL ASSOCIATION** a national banking association; **BANC ONE LEASING CORPORATION**; and **BANK ONE, ARIZONA, NATIONAL ASSOCIATION** a national banking association, (collectively hereinafter referred to as the "Secured Parties") pledging all rights, interests and titles in and to the trademarks and their applications and registrations referenced above, and the goodwill of the business associated with and symbolized by such marks. Said security interest includes a pledge of the United States trademark applications and registrations referenced above and any and all international rights, applications and registrations, if any, of said marks.

The addresses of the parties as of said effective date are as set forth below.

Debtor: **BEAR CREEK COUNTRY KITCHENS, L.L.C.** a Delaware limited liability company

Debtor's Address: 325 West 600 South
Heber City, Utah 84032

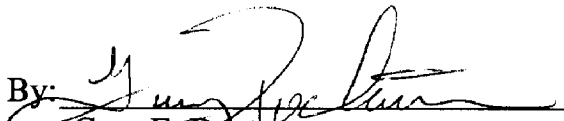
Secured Parties: **BANK ONE, UTAH, NATIONAL ASSOCIATION** a national banking association; **BANC ONE LEASING CORPORATION**; and **BANK ONE, ARIZONA, NATIONAL ASSOCIATION** a national banking association

Secured Parties' Address: Managed Assets, AZ1-1283
P.O. Box 71
Phoenix, AZ 85001
Attn: Bonnie Wilson

AGREED TO AND ACCEPTED BY:


SECURED PARTIES:

BANK ONE, UTAH, NATIONAL
ASSOCIATION


By: 
Gary E. Doctorman
Its: Attorney

DEBTOR:

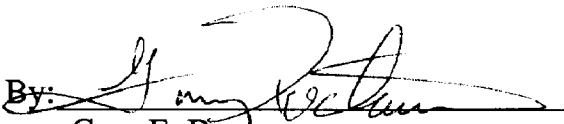
BEAR CREEK COUNTRY KITCHENS, L.L.C., a
Delaware limited liability company

By: 
Its: AUTHORIZED REPRESENTATIVE

BANK ONE, ARIZONA, NATIONAL
ASSOCIATION

By: 
Gary E. Doctorman
Its: Attorney

BANC ONE LEASING CORPORATION

By: 
Gary E. Doctorman
Its: Attorney