

6-15-01

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10-09-2001

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

101867107

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Kitchen Investment Group, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State of Wisconsin Other

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

2. Name and address of receiving party(ies)

Name: Johnson Bank

Internal Address:

Street Address: 5133 West Terrace Drive

City: Madison State: WI Zip: 53708

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Wisconsin banking corporation

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 10/25/99

** conveyance as other (collateral / Assignment) rather than as Assignment.

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

A. Trademark Application No.(s) 75189329 75010239

B. Trademark Registration No.(s) 2076826 1732198 0742443 1061887 1151127 0820477 1146646 1091509

Additional number(s) attached Yes No

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

Name: Richard E. Petershack, Esq.

Internal Address:

Axley Brynelson, LLP

Street Address:

2 East Mifflin St., Ste. 200

City: Madison State: WI Zip: 53703

6. Total number of applications and registrations involved: 26

7. Total fee (37 CFR 3.41): \$ 650.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

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

DO NOT USE THIS SPACE

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.

Richard E. Petershack

Name of Person Signing

Signature

6/12/01

Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

07/05/2001 LMUELLER 00000099 75189329

1 FC:481 2 FC:482

40.00 OP 625.00 OP

TRADEMARK REEL: 002379 FRAME: 0001

EXHIBIT A TO RECORDATION FORM COVER SHEET

Registration Numbers

- 0724610
- 0929313
- 0922045
- 1139080
- 1239842
- 1516076
- 1875412
- 1878755
- 1504425
- 1487000
- 1469899
- 1487002
- 1650247
- 1791751
- 1903185
- 1935437

FORM PTO-1618A
Expires 06/30/99
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11-03-1999
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U.S. Department of Commerce
Patent and Trademark Office
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

MED 10/28/99

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
Effective Date
Month Day Year
10 99
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Kitchen Investment Group, Inc.

Execution Date
Month Day Year
10 99

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name Johnson Bank

DBA/AKA/TA _____

Composed of _____

Address (line 1) 5133 West Terrace Drive

Address (line 2) P. O. Box 8636

Address (line 3) Madison Wisconsin 53708-8636

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

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.)

\$375.00

Total:

CHECK REFUND

11/02/1999 NGUYEN 00000201 75189328

FOR OFFICE USE ONLY

40.00 DP
625.00 DP

01 FEB 1999
02 FEB 1999

Public burden reporting for this collection of information is estimated to average approximately 28 minutes per cover sheet to be recorded, including time for reviewing the document and verifying the data provided to complete the Collection. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 or to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0481-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0451-0027, Patent and Trademark Assignment Practices. 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: 001983 FRAME: 0832

TRADEMARK
REEL: 002379 FRAME: 0003

COLLATERAL ASSIGNMENT OF TRADEMARKS AND
SERVICEMARKS, AND REGISTERED COPYRIGHTS

FOR VALUE RECEIVED, the undersigned assignor hereby transfers and assigns all of its right, title and interest in and to the trademark, servicemarks and copyrights described on Exhibit A which is attached hereto and made a part hereof (in either event, herein referred to as the "Mark") as the same now exist is or is hereafter applied for or registered together with the goodwill of the business commonly known as Kitchen Investment Group, Inc., a Wisconsin corporation, to Johnson Bank, a Wisconsin banking corporation ("Lender").

The undersigned authorizes Lender to exercise any and every right, benefit or option under the Mark and above mentioned goodwill (together, the "Collateral") as the undersigned could exercise if the undersigned was acting on its own behalf.

The undersigned hereby warrants and represents that there are no assignments of the Collateral prior or superior to this assignment.

This assignment is given as additional security for the payment of two notes made and delivered by the undersigned to Lender in the aggregate amount of Eleven Million Dollars (\$11,000,000.00), one a Term Note in the amount of Seven Million Dollars, and one a Promissory Note - Revolving Credit in the amount of Four Million Dollars, both under even date herewith and all renewals, extensions, modifications, substitutions and replacements (including partial substitutions and replacements) thereof (together, the "Notes") and a breach of the terms thereof or of any and all other documents executed in connection therewith or relating thereto shall be deemed, at the option of Lender, to be a breach of the terms hereof.

It is the intention hereby to establish an absolute present assignment of the Collateral. The undersigned hereby irrevocably appoints Lender its true and lawful attorney (with or without taking possession of the Collateral to act under such Collateral upon such terms and conditions in Lender's discretion as Lender may determine, with the same rights, powers and benefits as the undersigned would have under such Collateral.

Although it is the intention of the parties that this assignment shall be a present assignment, Lender shall not exercise any of the rights and powers conferred upon it herein until and unless a default shall occur under the Notes, or any documents executed in connection therewith or relating thereto, and the same shall remain uncured following the expiration of any cure period set forth therein.

Lender shall not be obligated to perform or discharge any obligation, duty or liability under any Collateral and the undersigned hereby agrees to indemnify and hold Lender harmless of and from any and all liability, loss or damage which it may or might incur under the Collateral under or by reason of this assignment excepting for such liability, loss or damage arising directly from Lender's gross negligence or wilful misconduct.

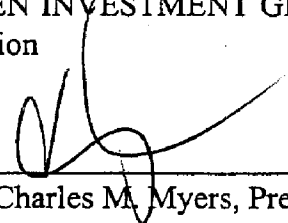
This assignment shall be construed in accordance with the laws of the State of Wisconsin. This assignment shall inure to the benefit of Lender and its successors and assigns and shall bind the undersigned and its successors and assigns. As used herein, the singular shall include the plural, the plural the singular, and the use of any gender shall include all genders.

IN WITNESS WHEREOF, the undersigned has caused the above assignment to be executed as of the 25 day of October, 1999, in Madison, Wisconsin.

("Assignor")

KITCHEN INVESTMENT GROUP, INC., a Wisconsin corporation

By:



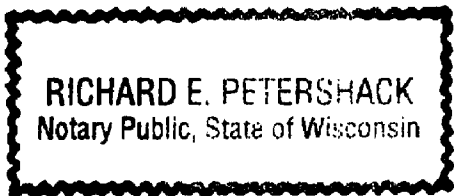
Charles M. Myers, President

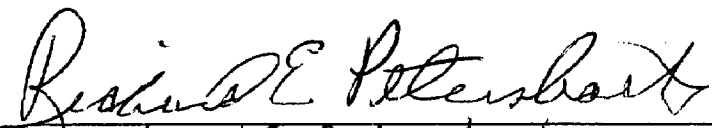
ACKNOWLEDGMENT

STATE OF WISCONSIN)
) ss.
COUNTY OF DANE)

On this 25/~~26~~ day of October, 1999, before me personally appeared Charles M. Myers, the President of Kitchen Investment Group, Inc., who acknowledged himself to be such officer of such corporation, to me known to be the person who executed the foregoing assignment on behalf of and by the authority of such corporation and acknowledged the same.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal.





Richard E. Petershack
Notary Public, State of Wisconsin
My commission: in perpetuity

This instrument was drafted by:
Richard E. Petershack, Esq.
Axley Brynson, LLP
Post Office Box 1767
Madison, WI 53701-1767

Please return to drafter.

EXHIBIT A

1. Application Number: 75189329 Filing Date: 10/29/1996
Registration Number: Issue Date:

Mark:
Drawing Type: Miscellaneous Design

2. Application Number: 75010239 Filing Date: 10/25/1995
Registration Number: Issue Date:

Mark: Country Kitchen Express
Drawing Type: Words, letters, or numbers in typed form

3. Application Number: 74728589 Filing Date: 09/13/1995
Registration Number: 2076826 Issue Date: 07/08/1997

Mark: C.K. Bear
Drawing Type: Words, letters, or numbers in typed form

4. Application Number: 73096964 Filing Date: 08/27/1976
Registration Number: 1061887 Issue Date: 03/22/1977

Mark: Country Kitchen
Drawing Type: Words, letters, or numbers in typed form

5. Application Number: 73222491 Filing Date: 07/06/1979
Registration Number: 1146646 Issue Date: 02/03/1981

Mark: Country Kitchen
Drawing Type: Words, letters, or numbers in typed form

6. Application Number: 74076637 Filing Date: 07/09/1990
Registration Number: 1732198 Issue Date: 11/10/1992

Mark: Country Kitchen
Drawing Type: Words, letters, or numbers and design

7. Application Number: 73218953 Filing Date: 06/08/1979
Registration Number: 1151127 Issue Date: 04/14/1981

Mark: Country Kitchen
Drawing Type: Words, letters, or numbers in typed form

8. Application Number: 73097986 Filing Date: 08/27/1976
Registration Number: 1091509 Issue Date: 05/16/1978

Mark: Country Boy
Drawing Type: Words, letters, or numbers in typed form

9. Application Number: 72105984 Filing Date: 10/07/1960
Registration Number: 0742443 Issue Date: 12/18/1962

Mark: Country Boy
Drawing Type: Words, letters, or numbers in typed form

10. Application Number: 72234884 Filing Date: 12/20/1965
Registration Number: 0820477 Issue Date: 12/13/1966

Mark: Country Kitchen
Drawing Type: Words, letters, or numbers and design

11. Application Number: 72058633 Filing Date: 09/09/1958
Registration Number: 0724610 Issue Date: 11/28/1961

Mark: Country Kitchen
Drawing Type: Words, letters, or numbers in typed form

12. Application Number: 72383665 Filing Date: 02/12/1971
Registration Number: 0929313 Issue Date: 02/15/1972

Mark: Country Kitchen Home or Country Boy
Drawing Type: Words, letters, or numbers and design

13. Application Number: 72382338 Filing Date: 01/29/1971
Registration Number: 0922045 Issue Date: 10/12/1971

Mark:
Drawing Type: Miscellaneous Design

14. Application Number: 73143009 Filing Date: 09/29/1977
Registration Number: 1139080 Issue Date: 08/26/1980

Mark:
Drawing Type: Miscellaneous design

15. Application Number: 73360187 Filing Date: 04/16/1982
Registration Number: 1239842 Issue Date: 05/24/1983

Mark: Country Kitchen
Drawing Type: Words, letters, or numbers and design

16. Application Number: 73643028 Filing Date: 02/05/1987
Registration Number: 1516076 Issue Date: 12/06/1988

Mark: Skillet Breakfasts
Drawing Type: Words, letters, or numbers in typed form

17. Application Number: 74491124 Filing Date: 02/17/1994
Registration Number: 1875412 Issue Date: 01/24/1995

Mark: Skillet Breakfasts
Drawing Type: Words, letters, or numbers in typed form

18. Application Number: 74471929 Filing Date: 12/16/1993
Registration Number: 1878755 Issue Date: 02/14/1995

Mark: Old-Fashioned Calico Bean Soup
Drawing Type: Words, letters, or numbers in typed form

19. Application Number: 73639184 Filing Date: 01/12/1987
Registration Number: 1504425 Issue Date: 09/13/1988

Mark: Old-Fashioned Calico Bean Soup
Drawing Type: Words, letters, or numbers in typed form

20. Application Number: 73640934 Filing Date: 01/23/1987
Registration Number: 1487000 Issue Date: 05/03/1988

Mark: Double-Up Skillet
Drawing Type: Words, letters, or numbers in typed form

21. Application Number: 73640547 Filing Date: 01/20/1987
Registration Number: 1469899 Issue Date: 12/22/1987

Mark: The Farm Skillet
Drawing Type: Words, letters, or numbers in typed form

22. Application Number: 73643419 Filing Date: 02/06/1987
Registration Number: 1487002 Issue Date: 05/03/1988

Mark: Skillet Scramble
Drawing Type: Words, letters, or numbers in typed form

23. Application Number: 74027454 Filing Date: 02/09/1990
Registration Number: 1650247 Issue Date: 07/09/1991

Mark: Fiesta Skillet
Drawing Type: Words, letters, or numbers in typed form

24. Application Number: 74054193 Filing Date: 04/30/1990
Registration Number: 1791751 Issue Date: 09/07/1993

Mark: Right Choice
Drawing Type: Words, letters, or numbers in typed form

25. Application Number: 74506714
Registration Number: 1903185

Filing Date: 03/29/1994
Issue Date: 07/04/1995

Mark: The Country's Best Comes from the Kitchen
Drawing Type: Words, letters, or numbers in typed form

26. Application Number: 74601873
Registration Number: 1935437

Filing Date: 11/22/1994
Issue Date: 11/14/1995

Mark: C.K. Junction for Kids!
Drawing Type: Stylized words, letters, or numbers