

08-16-2002

HEET
ILY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

8-16-02



Tab settings

102192585

attached original documents or copy thereof.

1. Name of conveying party(ies):

Clif Bar Inc.

8-16-02

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: Aug. 1, 2002

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

Name: Allied Capital Corporation

Internal Address:

Street Address: 1919 Pennsylvania Ave., NW

City: Washington State: DC ZIP: 20006

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Maryland
- 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)

see Exhibit A attached

B. Trademark registration No.(s)

see Exhibit A attached

Additional numbers attached? Yes No

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

Name: Sheppard, Mullin, Richter & Hampton LLP

Internal Address: Attn: J. Cravitz

Street Address: 333 S. Hope St., 48th Floor

City: Los Angeles State: CA ZIP: 90071

6. Total number of applications and registrations involved:

37

7. Total fee (37 CFR 3.41): \$ 940.00

- 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.

Stephanie West, Esq.
Name of Person Signing

Stephanie West
Signature

8/8/02
Date

Total number of pages comprising cover sheet:

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

08/19/2002 6TOM11 00000053 2558443

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01 FC:481
02 FC:482

40.00 OP
900.00 OP

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TRADEMARK

REEL: 2563 FRAME: 0220

EXHIBIT A

TRADEMARK	REGISTRATION NO.	DATE
Chocolate Java Avalanche	2558443	04/09/02
Clif	2089042	08/19/97
Clif Bar	2573420	05/28/02
Cliff Bar & Design	2143787	03/17/98
Cool Mint Chocolate	2558445	04/09/02
Films By...For...About Women	2586930	06/25/02
Its Your Body You Decide	2191987	09/29/98
Lemonzest	2491560	09/18/01
Luna & Design	2582744	06/18/02
Nutrition for Sustained Energy	2441680	04/03/01
Nutz Over Chocolate	2416447	12/26/00
Orange Chocolate Chill	2558444	04/09/02
The Natural Energy Bar	2154356	04/28/98
The Natural Energy Burst	2176191	07/28/98
The Natural Energy Snack	2154379	04/28/98
Whole Nutrition Bar For Women	2518024	12/11/01
Shot	2089043	08/19/97

EXHIBIT A

Cont.

TRADEMARK	APPLICATION NO.	DATE
Beyond The Podium	78/143198	07/11/02
Cherry Covered Chocolate	76/320344	10/01/01
Clif Kicks	75/223201	01/18/97
Kicks Bar	75/398182	10/30/97
Litter Leash	76/231062	03/26/01
Lunafest	76/196560	01/17/01
Mojo Bar & Man & Sun Design	76/409599	05/17/02
Mojobar	76/179375	12/12/00
Nutrition For Sustained Energy & Design	75/903129	01/25/00
Orange Bliss	76/201949	01/29/01
Sole	75/942856	03/13/00
Support for Every Level of Runner	78/143196	07/11/02
Sustained Energy Pack	78/143158	07/11/02
Sustained People in Motion	78/143191	07/11/02
Sweet Dreams	76/320341	10/01/01
The Ice Series	76/179376	12/20/00
The Ice Series	76/981615	12/12/00
The Organic Energy Source	75/393857	11/21/97
You Are Energy	75/598035	12/02/98
It's A Girl Thing	76/598035	04/27/00

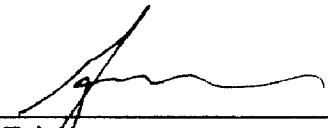
GRANT OF SECURITY INTEREST IN U.S. TRADEMARKS

KNOW ALL MEN BY THESE PRESENTS that Clif Bar Inc., a California corporation ("Debtor") with a principal business address of 1610 5th Street, Berkeley, California 94710, is obligated to Allied Capital Corporation, a Maryland corporation ("Secured Party"), with a principal business address of 1919 Pennsylvania Avenue, NW, Washington, DC 20006, and has entered into a Trademark Security Agreement of even date (the "Agreement") in favor of the Secured Party. Pursuant to the Agreement, the Debtor granted to the Secured Party a security interest in all of the right, title and interest of the Debtor in and to the trademark registrations and trademark applications listed on Exhibit A attached hereto (the "Trademarks"), together with the goodwill of the business symbolized by the Trademarks, to secure the prompt payment, performance and observance of the Obligations (as defined therein).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Debtor does hereby further assign to the Secured Party, and grant to the Secured Party, subject to the provisions of the Agreement, a security interest in, the Trademarks to secure the prompt payment, performance and observance of the Obligations.

IN WITNESS WHEREOF, Debtor has hereunto caused its corporate name to be subscribed and seal affixed by its duly authorized officer.

DEBTOR:



Gary J. Erickson
President and Chief Executive Officer

8/1/02

(Date)

For prima facie proof of execution in the United States. Notary: On this _____ day of _____, personally appeared the person above named, and executed or acknowledged that he/she executed the foregoing Grant of Security Interest in U.S. Trademarks on behalf of said Debtor and pursuant to authority duly received.

Prima facie proof of execution outside the United States is shown by a certificate issued by a U.S. diplomatic or consular officer or by a person authorized to administer oaths whose authority is proved by certificate.

ALL-PURPOSE ACKNOWLEDGMENT

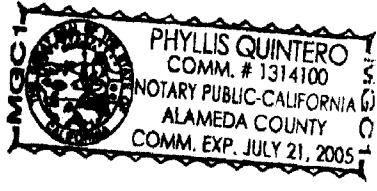
NO 209

State of California
County of Alameda }

On 8/1/02 before me, Phyllis Quintero, Notary Public
DATE NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared Gary Erickson
NAME(S) OF SIGNER(S)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.
Phyllis Quintero
SIGNATURE OF NOTARY

CAPACITY CLAIMED BY SIGNER

- INDIVIDUAL(S)
- CORPORATE OFFICER(S) _____ TITLE(S) _____
- PARTNER(S)
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- SUBSCRIBING WITNESS
- GUARDIAN/CONSERVATOR
- OTHER: _____

SIGNER IS REPRESENTING:

NAME OF PERSON(S) OR ENTITY(IES)

ATTENTION NOTARY: Although the information requested below is **OPTIONAL**, it could prevent fraudulent attachment of this certificate to unauthorized document.

THIS CERTIFICATE
MUST BE ATTACHED
TO THE DOCUMENT
DESCRIBED AT RIGHT:

Title or Type of Document Grant of Security Interest in US Trademark
Number of Pages 5 Date of Document 8/1/02
Signer(s) Other Than Named Above none

Exhibit A
(Trademarks)

TRADEMARK	COUNTRY	CLASS(ES)	APPL. NO FILING DATE	REG NO. ISSUE DATE	STATUS AND REMARKS	TTC REF. COUNTRY ATTY(S) HANDLING
BEYOND THE PODIUM	US	042	78/143198 07/11/02		Pending	
CHERRY COVERED CHOCOLATE	US	030;	76/320344 10/01/01		Pending Response Due (ext. to 10/05/02); Registered	017119-005200US MCM (ELP)
CHOCOLATE JAVA AVALANCHE	US	030;	76/179507 12/12/00	2558443 04/09/02		017119-004500US (ELP)
CLIF	AU	30	766072 06/29/98	766072 02/12/99	Registered Next Renewal Due : 06/29/08	017119-000700AU MJB (ELP)
CLIF	CA		1050564 03/13/00	TMA558420 02/25/02	Registered Intent to Use Next Renewal Due : 02/25/17 ELP filed application	017119-000700CA MJB (ELP)
CLIF	CH	29 30	2520/2000 03/03/00	482137 02/28/01	Registered Intent to Use Next Renewal Due : 03/03/10 ELP filed application Reg. certificate received	017119-000700CH MJB (ELP)
CLIF	CZ	30	03/07/00		Abandoned	017119-000700CZ MJB (ELP)
CLIF	DE	30	39715761.4 04/10/97	39715761.4 07/08/97	Registered Next Renewal Due : 04/30/07 USE due 07/08/02	017119-000700DE (ELP)
CLIF	EM	29 30	1549690 03/01/00	1549690 06/13/01	Registered Intent to Use Next Renewal Due : 03/01/10 ELP filed application	017119-000700EM MJB (ELP)
CLIF	US	030;	75/121959 06/19/96	2089042 08/19/97	Registered Affidavit of Use Due : 08/19/02 End Sec. 8 due 08/19/03	017119-000700US MJB (ELP)
CLIF BAR	US	030;	76/251420 05/04/01	2573420 0528/02	Registered	017119-005000US (ELP)
CLIF BAR & Design	AU	30			Abandoned	017119-000900AU LOV (ELP)
CLIF BAR & Design	CA		1050565 03/13/00		Pending Intent to Use ELP filed the application Response	017119-000900CA (ELP)
CLIF BAR & Design	CH	29 30	2521/2000 03/03/00	478036	Registered Next Renewal Due : 03/03/10 ELP filed application Reg. Certificate received	017119-000900CH MJB (ELP)
CLIF BAR & Design	CZ	30			Abandoned	017119-000900CZ MJB (ELP)

TRADEMARK	COUNTRY	CLASS(ES)	APPL. NO FILING DATE	REG NO. ISSUE DATE	STATUS AND REMARKS	TTC REF. COUNTRY ATTY(S) HANDLING
CLIF BAR & Design	EM	29 30	1585033 03/21/00	1585033 06/19/01	Registered Intent to Use Next Renewal Due : 03/21/10 ELP filed the application. Instructions	017119-0009000EM MJB (ELP)
CLIF BAR & DESIGN	US	030;	74/486088 02/03/94	2143787 03/17/98	Registered Affidavit of Use Due : 03/17/03 End Sec.8 due 03/17/04 Abandoned	017119-0009000US MJB (ELP)
CLIF KICKS	US	030;	75/223201 01/18/97		Abandoned	017119-0012000US (ELP)
COOL MINT CHOCOLATE	US	030;	76/179509 12/12/00	2558445 04/09/02	Registered	017119-0043000US (ELP)
FIL-MS BY...FOR...ABOUT WOMEN	US	041;	76/251423 05/04/01	2586930 06/25/02	Registered	017119-0047000US MLS (ELP)
IT'S A GIRL THING	US	030;	76/036644 04/27/00	2586930 06/25/02	Registered	017119-0039000US MCM (ELP)
IT'S YOUR BODY YOU DECIDE.	US	029; 030;	75/276889 04/17/97	2191987 09/29/98	Registered Affidavit of Use Due : 09/29/03 End Sec.8 due 09/29/04 Abandoned	017119-0014000US MJB (ELP)
KICKS BAR	US	030;	75/398182 10/30/97		Abandoned	017119-0017000US (ELP)
LEMONZEST	US	030;	75/656358 03/08/99	2491560 09/18/01	Registered Affidavit of Use Due : 09/18/06 End Sec.8 due 09/18/07 Pending	017119-0028000US MJB (ELP)
LITTER LEASH	US	029; 030;	76/231062 03/26/01		Pending	017119-0048000US MLS (ELP)
LUNA & Design	CA		1049057 03/03/00		Pending ELP filed the application.	017119-0030000CA MJB (ELP)
LUNA & Design	CH	29 30	2522/2000 03/03/00	476060 10/04/00	Registered Next Renewal Due : 03/03/10 ELP filed the application Abandoned	017119-0030000CH MJB (ELP)
LUNA & Design	CZ	29 30			Abandoned	017119-0030000CZ MJB (ELP)
LUNA & Design	EM	29 30	001550011 03/01/00	001550011 04/03/02	Registered Next Renewal Due : 03/01/10 ELP filed the application. Use Due : 04/03/07	017119-0030000EM JFS (ELP)
LUNA & DESIGN	US	029;	75/659803 03/15/99	2582744 06/18/02	Registered class 30 deleted 12/13/01 per elp	017119-0030000US (ELP)
LUNAFEST	US	041;	76/196560 01/17/01		Pending Notice of allowance Due : 09/26/02	017119-0046000US (ELP)
MOJO BAR & MAN & SUN DESIGN	US	030;	76/409599 05/17/02		Pending	017119-004203US (ELP)
MOJOBAR	US	005; 030;	76/179375 12/12/00		Pending Notice of allowance Due : 08/19/02	017119-0042000US MCM (ELP)

TRADEMARK	COUNTRY	CLASS(ES)	APPL. NO FILING DATE	REG. NO. ISSUE DATE	STATUS AND REMARKS	TTC REF. COUNTRY ATTY(S) HANDLING
NUTRITION FOR SUSTAINED ENERGY	US	030;	75/825605 10/18/99	2441680 04/03/01	Registered Affidavit of Use Due : 04/03/06 End Sec.8 due 04/03/07 Pending	017119-0035000US JAH MJB (ELP)
NUTRITION FOR SUSTAINED ENERGY & DESIGN	US	030;	75/903129 01/25/00			017119-0035010US (ELP)
NUTZ OVER CHOCOLATE	US	030;	75/656359 03/08/99	2416447 12/26/00	Registered Affidavit of Use Due : 12/26/05 End Sec.8 due 12/26/06 Pending	017119-0027000US MJB (ELP)
ORANGE BLISS	US	030;	76/201949 01/29/01			017119-0049000US LHV (ELP)
ORANGE CHOCOLATE CHILL	US	030;	76/179508 12/12/00	2558444 04/09/02	Registered	017119-0044000US (ELP)
SHOT	US	030;	75/121961 06/19/96	2089043 08/19/97	Registered Affidavit of Use Due : 08/19/02 End Sec.8 due 08/19/03 Pending	017119-0008000US MJB (ELP)
SOLE	US	030; 005	75/942856 03/13/00			017119-0038000US MCM (ELP)
SUPPORT FOR EVERY LEVEL OF RUNNER	US	042;	78/143196 07/11/02	Pending		
SUSTAINED ENERGY PACK	US	030;	78/143158 07/11/02	Pending		
SUSTAINING PEOPLE IN MOTION	US	030;	78/143191 07/11/02	Pending		
SWEET DREAMS	US	030;	76/320341 10/01/01			
THE ICE SERIES	US	030;	76/179376 12/20/00		Pending Response Due (ext. to 06/17/02); Pending	017119-0053000US MCM (ELP)
THE ICE SERIES	US	030	75/981615 12/12/00		Pending Divided out of appln. 76/179376 (file no. 17119-41)	017119-0041010US (ELP)
THE NATURAL ENERGY BAR	US	030;	75/156386 08/27/96	2154356 04/28/98	Registered Affidavit of Use Due : 04/28/03 End Sec.8 due 04/28/04 SUPPLEMENTAL REGISTER Response	017119-0004000US MJB (ELP)
THE NATURAL ENERGY BURST	US	030;	75/209421 12/06/96	2176191 07/28/98	Registered Affidavit of Use Due : 07/28/03 End Sec.8 due 07/28/04	017119-0011000US MJB (ELP)
THE NATURAL ENERGY SNACK	US	030;	75/260805 03/20/97	2154379 04/28/98	Registered Affidavit of Use Due : 04/28/03 End Sec.8 due 04/28/04 SUPPLEMENTAL REGISTER Response	017119-0013000US MJB (FLP)
THE ORGANIC ENERGY SOURCE	US	030; 032;	75/393857 11/21/97		Abandoned	017119-0018000US (ELP)
WHOLE NUTRITION BAR FOR WOMEN	US	030;	75/656360 03/08/99	2518024 12/11/01	Registered Affidavit of Use Due : 12/11/06 End Sec.8 due 12/11/07	017119-0029000US MJB (ELP)

TRADEMARK	COUNTRY	CLASS(S)	APPL. NO FILING DATE	REG. NO. ISSUE DATE	STATUS AND REMARKS	TTC REF. COUNTRY ATTY(S) HANDLING
YOU ARE ENERGY	US	030; 032;	75/598035 12/02/98		Abandoned	017119-002400US (ELP)