

08-20-2002



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

102196252

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

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

1. Name of conveying party(ies): Pennant Foods Company 1050 Warrenville Road Ste 200, Lisle, Illinois 60532

8.15.02

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other See "\*" Below (Change in provisions grant of Security Interest)

Execution Date:

2. Name and address of receiving party(ies)

Name: Morgan Guaranty Trust Company of Internal New York Address:

Street Address: 60 Wall Street City: NY State: NY Zip: 10260-0060

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Commercial Bank

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 Attached.

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Danice Kowalczyk, Esq.

Internal Address: White & Case

08/19/2002 TDIAZ1 00000058 73805124

01 FC:481 40.00 OP 02 FC:482 450.00 OP

Street Address: 1155 Avenue of the Americas

NY NY 10036 City: State: Zip:

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41) \$ 490.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

23-1705

(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.

Danice Kowalczyk, Esq. Name of Person Signing

Signature

8/15/02

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

\*Other: "Resignation of JP Morgan Chase Bank (as successor in interest to Morgan Guaranty Trust Company of New York) as existing Administrative Agent and concurrent appointment of Fleet National Bank as successor Administrative Agent."

TRADEMARK and Collateral REEL: 002565 FRAME: 0689

Trademarks

Mark	Appl. No.	Appl. Date	Reg. No.	Reg. Date
ARTISAN	73/805,124	6/7/1989	1587001	3/13/1990
AUNT BERGHIE'S OLD-FASHIONED COOKIES	75/109,644	5/24/1996	2145296	3/17/1998
BAKERS D'LITES	73/695,379	11/16/1987	1596684	5/15/1990
BAKERS' BLISS	76/067,233	6/9/2000		
CRAFTSMAN	75/570,203	10/14/1998	2283394	10/5/1999
EAT WELL - TREAT YOUR BOY RIGHT	75/052,838	2/2/1996	2143193	3/10/1998
GIVE IN TO THE TASTE	75/699,247	5/6/1999		
GRETCHEN GRANT	72/003,292	2/24/1956	664504	7/15/1958
JUST WHIP	75/569,212	10/13/1998	2274587	8/31/1999
JUSTBAKE	75/699,226	5/6/1999		
JUSTBAKE	73/643,593	2/9/1987	1456728	9/8/1987
KRUMFINS	74/528,129	5/20/1994	1949644	1/16/1996
PENNANT	72/074,005	5/18/1959	691390	1/12/1960
PENNANT	75/571,204	1/14/1998	2272417	2/24/1999
PENNANT	74/079,870	7/19/1990	1732155	11/10/1992
PENNANT	75/699,248	5/6/1999	2314803	2/1/2000
SWEET BITES	74/188,889	7/26/1991	1798835	10/12/1993
SWEET BITES	74/422,129	8/9/1993	1854782	9/20/1994
SWEET BITES	75/615,201	1/4/1999		

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

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Pennant Foods Company, a Delaware corporation (the "Grantor") with principal offices at 1050 Warrenville Road, Ste 200, Lisle, Illinois 60532, 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

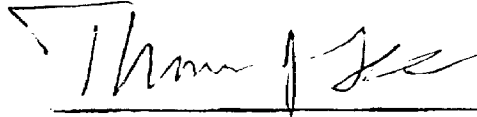
in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

\* \* \*

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 5th day of October, 2000.

PENNANT FOODS COMPANY, as Grantor

By



Thomas J. Lee  
Authorized Signatory

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

By

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

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

day of September, 2000.

PENNANT FOODS COMPANY, as Grantor

By \_\_\_\_\_

Name:

Title:

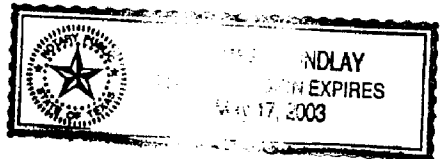
MORGAN GUARANTY TRUST COMPANY OF  
NEW YORK, as Collateral Agent and Grantee

By Colleen Galle  
Name: Colleen Galle  
Title: Vice President

STATE OF TEXAS            )  
                                  ) ss.:  
COUNTY OF TARRANT )

On this 5<sup>th</sup> day of October, 2000, before me personally came Thomas J. Lee who,  
being by me duly sworn, did state as follows: that he is an Authorized Signatory of Pennant Foods  
Company, that he is authorized to execute the foregoing Grant on behalf of said corporation and that  
he did so by authority of the board of Directors of said corporation.

*Melaine K. Findlay*  
\_\_\_\_\_  
Notary Public







**SCHEDULE A**

**SCHEDULE B**

Patents

Title	Inventors	Appl. No.	Appl. Date	Patent No.	Patent Date	Status
Process for Preparing an Edible Laminated Dough and Edible Lamination Dispersion Therefor	Van Eendenburg, et al.	09/578,577	5/25/2000			Filed
Edible Laminated Dough and Edible Lamination Dispersion Therefor	Van Eendenburg, et al.	08/663,766	6/14/1996			Filed
Reduced Fat Pies and Methods of Preparing the Pies	Gauthier, et al.	07/845,580	3/4/1992	5,208,060	5/4/1993	Granted
Deep-Frozen, Pre-Proofed Doughs	De Boer, et al.	07/812,554	12/23/1991	5,254,351	10/19/1993	Granted
Deep-Frozen, Pre-Proofed Doughs	De Bruijne, et al.	08/059,692	5/10/1993	5,447,738	9/5/1995	Granted
Just Bake Frozen Dough	Frey, et al.	08/054,653	4/23/1993	5,451,417	9/19/1995	Granted
Glazing Agent	Brockhaus, et al.	08/344,612	11/18/1994	5,466,478	11/14/1995	Granted
Fat-Reduced Laminated Doughs	Boode-Boissevain, et al.	08/217,521	3/24/1994	5,480,662	1/2/1996	Granted
Thixotropic Donut Icing	Kretow, et al.	08/389,441	2/15/1995	5,568,054	4/16/1996	Granted
Ready-to-Bake Doughs	Sanders, et al.	08/359,756	12/20/1994	5,560,946	10/1/1996	Granted
Process for Preparing an Edible Laminated Dough and Edible Lamination Dispersion Therefor	Van Eendenburg, et al.	08/790,875	1/3/1997	6,099,887	8/8/2000	Granted