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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

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

1. Name of conveying party(ies): Morningstar Services Inc. 2515 McKinney Avenue, Suite 1200 Dallas, Texas 75201 [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Delaware [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: First Union National Bank, as Administrative Agent Internal Address: Street Address: 201 South College Street City: Charlotte State: NC Zip: 28288 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [] Corporation-State [x] Other National Banking Association If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [x] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [x] No

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [] Change of Name [x] Other Notice of Grant of Security Interest Execution Date: 12/21/2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) SEE ATTACHED SCHEDULE B. Trademark Registration No.(s) SEE ATTACHED SCHEDULE Additional number(s) attached [x] Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Steven D. Thomas Internal Address: Street Address: Moore & Van Allen, PLLC 2200 West Main Street, Suite 800 City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved: 58 7. Total fee (37 CFR 3.41) \$ 1,465.00 [x] Enclosed [x] Authorized to be charged to deposit account 8. Deposit account number: 50-2316

DO NOT USE THIS SPACE

9. Signature. Steven D. Thomas Name of Person Signing [Signature] Signature September 12, 2002 Date [6] Total number of pages including cover sheet, attachments, and document: 6

RECEIVED TRADEMARK SECTION SEP 12 2002 12 40

09/16/2002 LNUELLER 00000135 2476734

01 FC:481 40.00 OP 02 FC:482 1425.00 OP

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

TRADEMARK REEL: 002575 FRAME: 0326

**Morningstar Services Inc.
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
SUN SOY	2,476,734	8/7/01
GOOD ENOUGH TO DRINK STRAIGHT	2,508,084	11/13/01
MAKING COFFEE BETTER	2,412,591	12/12/00
SUN SOY and Design	2,498,931	10/16/01
INTERNATIONAL DELIGHT and Design	2,502,799	10/30/01
EXTREME SHAKE	2,300,091	12/14/99
POUR N'WHIP	2,399,039	10/31/00
AMERICA'S MOST TRUSTED NAME IN TOPPINGS!	2,173,084	7/14/98
FLAVOR FRESH POUR SPOUT	2,293,167	11/16/99
MOCHA MIX FOR YOUR COFFEE	2,187,208	9/8/98
INTERNATIONAL DELIGHT	2,119,947	9/9/97
SIGNATURE	2,121,510	12/16/97
SINFULLY RICH AND CREAMY. WITHOUT THE SIN.	2,097,489	9/16/97
SQUEEZE-PRO Stylized Letters	2,151,383	4/14/98
FILLIN' PRIDE Stylized Letters	2,145,203	3/17/98
DAIRY WHIP	2,065,824	5/27/97
SIGNATURE CREAMERS Stylized Letters	1,950,811	1/23/96
PACIFIC PRIDE Stylized Letters	2,020,149	12/3/96
SIGNATURE CREAMERS Stylized Letters	1,942,273	12/19/95
YOGI DELIGHT Stylized Letters	2,049,452	4/1/97
INTERNATIONAL DELIGHT Stylized Letters	1,871,455	1/3/95
YOGI SUNDAE Stylized Letters	1,955,508	2/13/96
DO YOUR COFFEE A FLAVOR DESIGN ONLY	1,867,726	12/13/94
DESIGN ONLY	1,830,468	4/12/94
BAKER'S TOPPING and Design	1,893,833	5/9/95
FROSTIN PRIDE	1,733,391	11/17/92
ULTRA-CUP	1,700,687	7/14/92
PRESTO Stylized Letters	1,641,403	4/16/91
LA CORONA Stylized Letters	1,823,012	2/22/94
MOCHA MIX Stylized Letters	1,493,342	6/21/88
MOCHA MIX	1,711,974	9/1/92
BARRICINI	1,496,925	7/19/88
SOUR PLUS	1,276,426	5/1/84
MIRAGE	1,190,147	2/16/82
SUNNY DELL	1,224,455	1/18/83
NATURALLY YOURS	1,275,370	4/24/84

Mark	Registration No.	Registration Date
LA CREME	1,228,607	2/22/83
FARM FIELD	1,205,625	8/17/82
BASICREME	1,145,164	12/30/80
FABLE	1,019,518	9/2/75
SECOND NATURE	1,017,501	8/5/75
COFFEE COMPANION	959,970	5/29/73
DESIGN ONLY	960,521	6/5/73
TOPPIN PRIDE	940,577	8/8/72
QWIP	911,291	4/13/71
A and Design	910,451	3/23/71
HARBISONS	926,502	1/4/72
DAIRY FRESH	880,097	11/4/69
PASTRY PRIDE Stylized Letters	873,914	7/29/69
AFFAIR and Design	839,248	11/21/67
SUN SOY	76-102,562	8/2/00
REAL SPLASH	76-098,903	7/27/00
ID	76-043,467	5/5/00
DESIGN ONLY	75-809,184	9/24/99
SUN SOY	75-797,171	9/10/99
DESIGN ONLY	75-797,170	9/10/99
DAIRY CLASSICS	75-260,562	3/20/97
MAKE EVERY MORNING A DELIGHT	76-300,315	8/15/01

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Please be advised that pursuant to the Security Agreement dated as of December 21, 2001 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and First Union National Bank, as Administrative Agent (the "Administrative 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 Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark Registration No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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See attached EXHIBIT A

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See attached EXHIBIT A

MORNINGSTAR SERVICES INC.
a Delaware corporation

BY: 
NAME: Lucinda Hartman
TITLE: President

The Obligor and the Administrative 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.

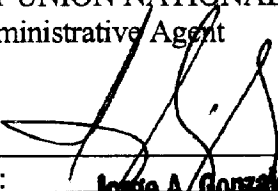
Very truly yours,

MORNINGSTAR SERVICES INC.,
a Delaware corporation

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,
as Administrative Agent

By:  _____
Name: **Jorge A. Gonzalez**
Title: **Senior Vice President**

**Morningstar Services Inc.
(Delaware Corporation)**

U.S. Trademarks

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