

09-16-2002

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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OFFICE OF RECORDATION

TRADEMARK

2002 SEP 11 AM 10:10



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DEPARTMENT OF COMMERCE

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):

Morningstar Services Inc.
300 Delaware Avenue, Suite 546
Wilmington, DE 19801

- ☐ 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 Notice of Grant of Security Interest

Execution Date: December 21, 2001

2. Name and address of receiving party(ies)

Name: First Union National Bank, as Administrative AgentStreet Address: 201 South College StreetCity: Charlotte State: NC Zip: 28288

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☐ Corporation-State _____
☒ Other National Banking Association

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 SCHEDULE

B. Trademark Registration No.(s) _____

SEE ATTACHED SCHEDULEAdditional number(s) attached ☒ Yes ☐ No5. Name and address of party to whom correspondence
concerning document should be mailed:Name: Steven D. ThomasInternal Address: Moore & Van Allen PLLCStreet Address: 2200 West Main Street, Suite 800City: Durham State: NC Zip: 277056. Total number of applications and
registrations involved: 317. Total fee (37 CFR 3.41)..... \$ 790.00

- ☒ Enclosed
☒ 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

Steven D. Thomas
 Signature

September 11, 2002
 Date

Total number of pages including cover sheet, attachments, and document: 03

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

09/16/2002 ANNIED1 00000021 870674

01 FC:481
02 FC:482

DUR1324574_1

40.00 OP
750.00 OP

TRADEMARK
 REEL: 002582 FRAME: 0026

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

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
REAL WHIP	870,674	6/3/69
MATEY	854,742	8/13/68
CP and Design	832,259	7/18/67
CATERWHIP Stylized Letters	826,476	3/28/67
CATER-S Stylized Letters	826,475	3/28/67
CATERTOP Stylized Letters	826,474	3/28/67
CATER TOPPING Stylized Letters	826,473	3/28/67
CATER-S FLAVOR Stylized Letters	826,472	3/28/67
OLDE CHICAGO	830,413	6/13/67
HY DERV	823,700	2/7/67
R.G.B. and Design	823,006	1/24/67
DSERTWHIP Stylized Letters	825,387	3/7/67
PITCHER PRIDE	793,458	7/27/65
CAFÉ BLEND	803,489	2/8/66
COFFEE HIGH	770,462	5/26/64
TRIMLINE and Design	788,791	4/27/65
YONSON'S "TATER-TOPPING" Stylized Letters	780,775	11/24/64
SALAD SUPREME	767,650	3/31/64
HY 'N DRY	743,071	1/1/63
CATER-BLEND	730,183	4/17/62
QWIP and Design	711,378	2/14/61
MOCHA MIX	692,146	1/26/60
DESIGN ONLY	565,493	10/21/52
QWIP	538,676	2/27/51
AVOSET	385,631	3/11/41

Pending Applications

Mark	Application No.	Filing Date
MAKING MORNINGS BETTER	78-074,713	7/19/01
DESIGN ONLY	78-069,237	6/15/01
YO 2 GO	78-053,839	3/19/01
SOY-J	78-049,195	2/20/01
MAKE EVERY MORNING A DELIGHT	76-300,315	8/15/01
IT'S A SHAME YOU HAVE TO ADD COFFEE	76-102,563	8/2/00

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: Lucinda Hartman

NAME: Lucinda Hartman

TITLE: President

009346.00109:638304.01

TRADEMARK

REEL: 002582 FRAME: 0029

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.

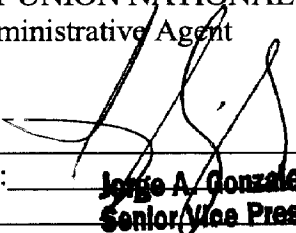
Very truly yours,

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