

12-02-2002



COVER SHEET
S ONLY

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Honorable

102297702

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 GENERAL ELECTRIC CAPITAL CORPORATION

11-26-02

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of New York
 Other _____

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

2. Name and address of receiving party(ies):
 Name: J & B Wholesale Distributing, Inc.
 Internal Address: Box 212
 Street Address: 13200 43rd Street NE
 City: St. Michael State: MN ZIP: 55376

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State of Minnesota
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Termination of Security Interest

Execution Date: 10-3-02

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,857,805; 1,935,191; 2,088,463; 2,129,081; 2,156,770;
 1,601,126; 2,164,808; 2,245,870; 2,261,241

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Sara Evans Lear
 Internal Address: Moss & Barnett

Street Address: 4800 Wells Fargo Center
90 South Seventh Street
 City: Minneapolis State: MN ZIP: 55402-4129

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41): \$ 240.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
502442
 (Attach duplicate copy of this page if paying by deposit account)

RECEIVED
 TRADEMARK COLLECTION
 NOV 26 PM 1:57
 2002

11/29/2002 T01AZ1 00000182 502442 1857805
 01 FC:8521 40.00 CH
 02 FC:8522 200.00 CH

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.
Sara Evans Lear *Sara Evans Lear* November 8, 2002
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

Do not detach this portion

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

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

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**TERMINATION OF SECURITY INTEREST
(Trademarks)**

This **TERMINATION OF SECURITY INTEREST**, dated as of October 3, 2002, is made by GENERAL ELECTRIC CAPITAL CORPORATION, as agent and lender (the "Agent").

WHEREAS, J&B Wholesale Distributing, Inc. (the "Grantor") has granted a security interest in certain personal property to the Agent, including without limitation a security interest in certain trademarks (the "Trademarks"); and

WHEREAS, the Agent has agreed to terminate and release its security interest in all of such Trademarks, including, without limitation the Trademarks identified on Schedule A hereto, as herein provided;

NOW, THEREFORE, for valuable consideration, the Agent hereby terminates and releases all mortgages, liens and security interests granted to the Agent in the following Trademarks:

1. each trademark, trademark registration and trademark registration application of the Grantor, including, without limitation, the trademarks, trademark registrations and trademark registration applications referred to in Schedule A attached hereto; and
2. each trademark license to which the Grantor is a party, including, without limitation, the licenses referred to in Schedule B attached hereto.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Agent has caused this Termination of Security Interest to be duly executed as of the date first set forth above.

GENERAL ELECTRIC CAPITAL
CORPORATION

By: Michael J. MK
Duly Authorized Signatory

Signature Page to
Termination of Security Interest

TRADEMARK
REEL: 002625 FRAME: 0329

SCHEDULE A**to Termination of Security Interest****TRADEMARKS AND TRADEMARK APPLICATION**

| Filing Date | Application Number | Issue Date | Registration Number | Mark |
|--------------------|---------------------------|-------------------|----------------------------|-----------------------------------|
| 9/28/93 | 74,441,300 | 10/11/94 | 1,857,805 | MIDWEST PRIDE |
| 9/27/94 | 74,579,381 | 11/14/95 | 1,935,191 | MIDWEST PRIDE |
| 9/28/92 | 74,317,939 | 8/19/97 | 2,088,463 | J&B, Plus Design |
| 3/03/97 | 75,249,951 | 1/13/98 | 2,129,081 | SO TENDER IT MAKES YOU WANNA CRY! |
| 4/28/97 | 75,282,491 | 5/12/98 | 2,156,770 | MIDWEST PRIDE |
| 3/13/89 | 73,786,291 | 6/12/90 | 1,601,126 | NO NAME STEAKS |
| 2/09/96 | 75,977,206 | 6/09/98 | 2,164,808 | NO NAME |
| 5/05/97 | 75,286,483 | _____ | _____ | MIDWEST PRIDE |
| 2/17/98 | 75,435,250 | 5/18/99 | 2,245,870 | STEAK BITES, Plus Design |
| 9/23/98 | 75,557,237 | 7/13/99 | 2,261,241 | TENDER EVERY TIME |
| 2/09/96 | 75,055,677 | _____ | _____ | NO NAME |

SCHEDULE B

to Termination of Security Interest

LICENSES

None.