



01-24-2003



102346287

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

1-17-03

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year

- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Wisconsin Cheese Group, Inc.

12/04/02

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

Citizenship/State of Incorporation/Organization Wisconsin

Receiving Party

Mark if additional names of receiving parties attached

Name Convergent Capital Partners I, L.p.

DBA/AKATA _____

Composed of _____

Address (line 1) 5353 Wayzata Boulevard

Address (line 2) Suite 205

Address (line 3) Minneapolis
City

Minnesota/USA
State/Country

55416
Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization Delaware

01/23/2003 DBYRNE 00000062 76410547

FOR OFFICE USE ONLY

01 FC:0521
02 FC:0522

40.00 OP
125.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="76/410547"/>	<input type="text" value="76/410545"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="76/410543"/>	<input type="text" value="76/410544"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="76/410546"/>	<input type="text" value="76/106437"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Glenda Lipp *Glenda Lipp*

Name of Person Signing

Signature

1-15-03

Date Signed

NOTICE OF SECURITY INTEREST IN U.S. TRADEMARKS

United States Trademark Office:

Please be advised that pursuant to a Security Agreement dated as of December 4, 2002 (the "Security Agreement") by WISCONSIN CHEESE GROUP, INC. ("Grantor") for the benefit of CONVERGENT CAPITAL PARTNERS I, L.P., as Collateral Agent ("Secured Party"), Grantor has granted to Secured Party a continuing security interest in, and a continuing lien upon, all of the trademarks and trademark applications described below:

TRADEMARKS

See Part I of Exhibit A attached hereto and incorporated herein by reference.

TRADEMARK APPLICATIONS

See Part II of Exhibit A attached hereto and incorporated herein by reference.

Secured Party's security interest in the described trademark and trademark applications can be terminated only in accordance with the terms of the Security Agreement.

Very truly yours,

WISCONSIN CHEESE GROUP, INC.

By: *Carol M. [Signature]*
Its: Vice President

Subscribed and sworn to before me this 4th day of December, 2002.

Barbara L. Kidder
Notary Public

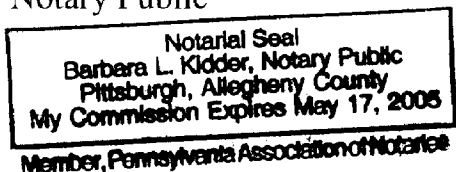


EXHIBIT A

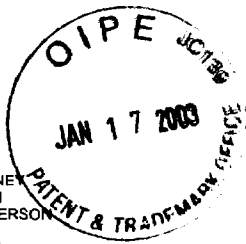
TRADEMARKS AND TRADEMARKS APPLICATIONS

PART I. TRADEMARKS

<u>Trademark</u>	<u>Registration No.</u>	<u>Filing Date</u>
Queso Caribe	76/410547	5/21/02
Honey Creek	76/410543	5/21/02
BAER KAESE	76/410546	5/21/02
Wisconsin Farms	76/410545	5/21/02
Wunderbar	76/410544	5/21/02
Quesaria Caribe	76/106437	8/10/00

PART II. TRADEMARK APPLICATIONS

MARK	SERIAL NUMBER	FILING DATE



B. C. HART
M. T. FABYANSKE
MARK W. WESTRA
JEREMIAH J. KEARNEY
DENNIS J. TROOJEN
SCOTT LLOYD ANDERSON
PAUL L. RATELLE
GREGORY T. SPALJ
DEAN B. THOMSON
GARY C. EIDSON
KYLE E. HART
JUDITH E. KROW
STEPHEN A. MELCHER
RICHARD G. JENSEN
THOMAS J. TUCCI
CHARLES G. CARPENTER, III

FABYANSKE, WESTRA & HART
A PROFESSIONAL ASSOCIATION

SUITE 1100
920 SECOND AVENUE SOUTH
MINNEAPOLIS, MINNESOTA 55402
TELEPHONE 612-338-0115
FAX 612-338-3857
WWW.FWHLAW.COM

CHRISTOPHER P. CHILSTROM
JOCELYN L. KNOLL
STEVEN C. COX
JULIE A. DOHERTY
AARON A. DEAN
SCOTT A. JOHNSON
DYANNA L. STREET
PATRICK J. LEE-O'HALLORAN
FREDERICK H. LADNER
MICHAEL W. DVORAK
TOWLE H. NEU
PATRICK R. ROHLAND
NATHAN E. RAY
THERESA A. PETERSON
THEODORE V. ROBERTS
MICHAEL A. ROSOW

January 15, 2003

OF COUNSEL:
GORDON P. HEINSON
JAYNE E. GARDNER
RENEE K. ZIRBES

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

Re: Wisconsin Cheese Group, Inc.
Our File No.: 81290-015

Dear Sir or Madam:

Enclosed for recording is a Notice of Security Interest in U.S. Trademarks together with an attached Recordation Form Cover Sheet. Also enclosed is our check in the amount of \$165.00 to cover the cost of the filing fee. Please provide me with proof of recordation of this document as soon as possible.

If you have any questions or comments, please contact me.

Very truly yours,

Glenda M. Lipp
Assistant to Frederick H. Ladner

:gml
Enclosures

\\file1\vol1\PL\GML\225000.doc

RECORDED: 01/17/2003

TRADEMARK
REEL: 002654 FRAME: 0658