

02-14-2003

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

2-12-03

1. Name of conveying party(ies):
SCIS Food Services, Inc.
1521 North Cooper Street
Ste 300, Arlington, Texas 76011
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State (Delaware)
 Other _____

2. Name and address of receiving party(ies)
Name: Fleet Boston Financial (formerly
Internal Fleet National Bank (as successor in
Address: interest to Morgan Guaranty Trust
Company)
Street Address: 100 Federal Street
City: Boston State: MA Zip: 02101

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Grant of Security Interest
Execution Date: 01/22/2001

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State commercial bank
 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

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
See attached.
Additional number(s) attached Yes No

B. Trademark Registration No.(s)
RECEIVED
SECTION
JAN 17 7:58

5. Name and address of party to whom correspondence
concerning document should be mailed:
Name: Danice Kowalczyk, Esq.
Internal Address: White & Case
Street Address: 1155 Avenue of the Americas
City: NY State: NY Zip: 10036

6. Total number of applications and
registrations involved: 13
7. Total fee (37 CFR 3.41).....\$ 340.00
 Enclosed PTO already has check.
This is a corrected cover sheet.
 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. 8/15/02
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 11
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002671 FRAME: 0900

SCHEDULE A - TRADEMARKS

W & W File No.	Country	Serial No./ (Registration No.)	Filing Date/ (Registration Date)	Mark
✓ 1922 T 002	U.S.	(1,758,563)	(3/16/93)	Butterfly Logo
✓ 1922 T 003	U.S.	(1,726,576)	(10/20/92)	America Loves What we Bake
1922 T 008	Canada	(420,718)	(12/10/93)	Fine Baked Goods in the European Tradition
✓ 1922 T 012	U.S.	(1,429,608)	(2/17/87)	La Francaise Croissant Fine Baked Goods in the European Tradition
✓ 1922 T 013	U.S.	(1,436,575)	(4/14/87)	La Francaise Croissant & Butterfly Logo
✓ 1922 T 014	U.S.	(1,607,565)	(7/24/90)	La Francaise & Butterfly Design
✓ 1922 T 015	U.S. - abandoned	(74/433,757)	(9/09/93)	Spoon-N-Bake
1922 T 016	State - Illinois	(073045)	(8/20/93)	Pride of France & Tower Design
✓ 1922 T 019	U.S.	(2,181,811)	(8/18/98)	La Francaise Bakery
✓ 1922 T 022	U.S.	(2,183,399)	(8/25/98)	La Francaise & Butterfly Logo

W & W File No.	Country	Serial No./ (Registration No.)	Filing Date/ (Registration Date)	Mark
1922 T 023	U.S.	(2,109,095)	(10/28/97)	Butterfly Design
1922 T 025	U.S. - abandoned	(74/612,845)	(12/19/94)	Supreme Cinnamon Rolls
1922 T 044	U.S.	(2,233,648)	(3/23/99)	Café Pappion

08-20-2002



Form PTO-1594

(Rev. 03/01)

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

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TRADEMARKS ONLY

DEPARTMENT OF COMMERCE
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):

SCIS Food Services, Inc.
1521 North Cooper Street
Ste 300, Arlington, Texas 76011

- 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 "x" Below (Change in previous 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:

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- Authorized to be charged to deposit account

8. Deposit account number:

23-1705

(Attach duplicate copy of this page if paying by deposit account)

08/19/2002

01 FC:481
02 FC:482

TDIAZ1 00000057 1758563

40.00 OP
300.00 OP

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

Date

10

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 First National Bank as successor Administrative Agent."

TRADEMARK

REEL: 002671 FRAME: 0903

and Collateral
and Collateral

SCHEDULE A - TRADEMARKS

W & W File No.	Country	Serial No./ (Registration No.)	Filing Date/ (Registration Date)	Mark
✓ 1922 T 002	U.S.	(1,758,563)	(3/16/93)	Butterfly Logo
✓ 1922 T 003	U.S.	(1,726,576)	(10/20/92)	America Loves What we Bake
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1922 T 025	U.S. - abandoned	(74/612,845)	(12/19/94)	Supreme Cinnamon Rolls
1922 T 044	U.S.	(2,233,648)	(3/23/99)	Café Pappion

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

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, SCIS Food Services, Inc., a Delaware corporation (the "Grantor") with principal offices at 1521 North Cooper Street, Ste 300, Arlington, Texas 76011, 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 _____

day of December, 2000

SCIS FOOD SERVICES, INC., as Grantor

By: 
Name: Michael E. Broll
Title: President

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

By: _____
Name:
Title:

new york to 151 of 27-20-011 shaf

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

day of December, 2000.

SCIS FOOD SERVICES, INC., as Grantor

By _____

Name:

Title:

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

By Cotton Galle
Name: Cotton Galle
Title: Vice President

SCHEDULE B - PATENTS

PATENT

REG. NO.

FILING DATE

Design for a Single Serving
Container

Ser. No. 29/131,650

10/25/00

new york 661381 v1 [-0009392]

2/6/2003 2:20 PM (2K)
NEWYORK 998081

RECORDED: 02/12/2003

TRADEMARK
REEL: 002671 FRAME: 0912