

12-19-2003

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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies): 12-19-03 M.A. Gedney Company 2100 Stoughton Avenue Chaska, MN 55318

2. Name and address of receiving party(ies) Name: U.S. Bank National Association Internal Address: 800 Nicollet Mall, BC-MN-H22A Street Address: City: Minneapolis State: MN Zip: 55402

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

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

Individual(s) citizenship Association National Bank General Partnership Limited Partnership Corporation Other If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No N/A (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) NONE

B. Trademark Registration No.(s) SEE EXHIBIT A ATTACHED HERETO

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning this document should be mailed: Name: Todd D. Lee, Esq. Internal Address: Briggs and Morgan, P.A. Street Address: 2200 IDS Center City: Minneapolis State: MN Zip: 55402

6. Total number of applications and registrations involved: 7. Total fee (37 CFR 3.41) \$280.00 Enclosed Authorized to be charged to deposit account (for deficiency only) 8. Deposit account number: 02-3732 (Attach duplicate copy of this page if paying by deposit account)

ASSIGNMENT 12-19-03

12/22/2003 LMUELLER 00000052 2133063

01 FC:8521 02 FC:8522

40.00 OP 150.00 OP

DO NOT USE THIS SPACE

9. Statement and signature. Briggs and Morgan, P.A. By: Todd D. Lee, Esq. December 18, 2003

Refund Ref: 12/22/2003 LMUELLER 0000132951

Total number of pages including cover sheet, attachments, and documents: 4

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

CHECK Refund Total: \$90.00

EXHIBIT A
(Continuation of Item 4)

TRADEMARKS

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Country</u>	<u>Description</u>
HOT ENUF MEDIUM	2,133,063	January 27, 1998	USA	Processed foods, namely, salsa
GERALDO'S	2,082,860	July 29, 1997	USA	(Int. Cl. 29) Snack food dips and spreads, namely, guacamole (Int. Cl. 30) Snack food dips and spreads, namely, salsa
GERALDO'S	2,082,858	July 29, 1997	USA	(Int. Cl. 29) Snack food dips and spreads, namely, guacamole (Int. Cl. 30) Snack food dips and spreads, namely, salsa
GEDNEY	57,000	October 30, 1906	USA	Pickles, pickled onions, catsup, olives, chow-chow, mustard, pepper-sauce, chilli-sauce and vinegar
CRICKLES	924777	November 30, 1971	USA	Class 28: Pickles
SUGARLOAF	897936	September 1, 1970	USA	Class 29: Pickles
FANCY CONDIMENTS	1818070	January 25, 1994	USA	Class 30: Condiments, namely, sweet pepper relish, mustard pickle, onion relish, green tomato piccalilli and ham glaze

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

TO: United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Credit and Security Agreement dated as of October 15, 2003 (as the same may be amended, modified, extended or restated from time to time, the "Credit Agreement") from M.A. GEDNEY COMPANY, a Minnesota corporation (the "Debtor") in favor of U.S. BANK NATIONAL ASSOCIATION, a national banking association (the "Lender"), and pursuant to the Patent and Trademark Collateral Assignment and Security Agreement dated as of August 31, 2000 executed by Debtor in favor of Lender (the "Collateral Assignment"), the Debtor has granted to the Lender a continuing security interest in and continuing lien upon, the trademarks shown below:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Country</u>	<u>Description</u>
HOT ENUF MEDIUM	2,133,063	January 27, 1998	USA	Processed foods, namely, salsa
GERALDO'S	2,082,860	July 29, 1997	USA	(Int. Cl. 29) Snack food dips and spreads, namely, guacamole (Int. Cl. 30) Snack food dips and spreads, namely salsa
GERALDO'S	2,082,858	July 29, 1997	USA	(Int. Cl. 29) Snack food dips and spreads, namely, guacamole (Int. Cl. 30) Snack food dips and spreads, namely, salsa
GEDNEY	57,000	October 30, 1906	USA	Pickles, pickled onions, catsup, olives, chow-chow, mustard, pepper-sauce, chilli-sauce and vinegar
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SUGARLOAF	897936	September 1, 1970	USA	Class 29: Pickles
FANCY CONDIMENTS	1818070	January 25, 1994	USA	Class 30: Condiments, namely, sweet pepper

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Country</u>	<u>Description</u>
				relish, mustard pickle, onion relish, green tomato piccalilli and ham glaze

The Debtor and the Lender hereby acknowledge and agree that the security interest in the foregoing trademarks (a) may only be terminated in accordance with the terms of the Credit Agreement and (b) is not to be construed as an assignment of any of the foregoing trademarks.

Very truly yours,

M.A. GEDNEY COMPANY
a Minnesota corporation

By Charles D. Weil
Its President & CEO

Acknowledged and accepted:

U.S. BANK NATIONAL ASSOCIATION,
a national banking association

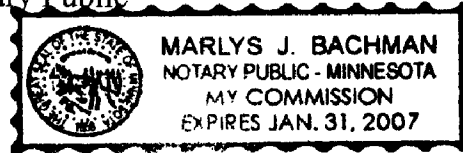
By Jing A. Pavalos
Its Vice President

STATE OF MINNESOTA)
 : SS.
COUNTY OF Carver)

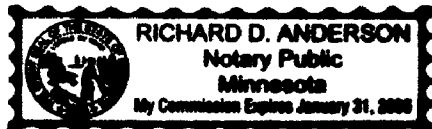
The foregoing instrument was acknowledged before me this 16th day of Dec., 2003, by Charles D. Weil, the President & CEO of M.A. GEDNEY COMPANY, a Minnesota corporation, on behalf of said corporation.

Marlys J. Bachman
Notary Public

STATE OF MINNESOTA)
 : SS.
COUNTY OF HENNEPIN)



The foregoing instrument was acknowledged before me this 18th day of December, 2003, by Jennifer C. Pavalos, the Vice President of U.S. BANK NATIONAL ASSOCIATION, a national banking association, on behalf of said association.



Richard D. Anderson
Notary Public