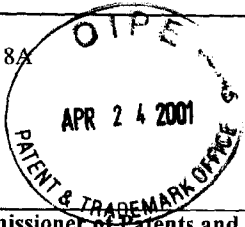


FORM PTO-1618A
Expires 06/30/99
OMB0651-0027



05-09-2001



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

101709699

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type

New 4-24-01

Resubmission (Non-Recordation)
Document ID#

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Nunc Pro Tunc Assignment

Merger

Change of Name

Other Notice of Grant of Security Interest

Effective Date
Month Day Year
04/10/01

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Crystal Farms Refrigerated Distribution Company 04/10/01

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Minnesota

Receiving Party

Mark if additional names of receiving parties attached

Name Bank of America, N.A., as Agent

DBA/AKA/TA

Composed of

Address (line 1) 1455 Market Street

Address (line 2)

Address (line 3) San Francisco California 94103
City State/Country Zip Code

Individual General Partnership Limited Partnership Association

Other National Banking Association

Citizenship/State of Incorporation/Organization

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.)

590E

FOR OFFICE USE ONLY

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.

05/08/2001 6T0N11 00000419 75459444 Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

01 FC:481
02 FC:482
DURI285448_1

40.00 DP
550.00 DP

TRADEMARK
REEL: 002289 FRAME: 0935

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" value="75/459,444"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,386,475"/>	<input type="text" value="2,358,319"/>	<input type="text" value="2,198,527"/>
<input type="text" value="74/053,629"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,388,638"/>	<input type="text" value="2,253,359"/>	<input type="text" value="2,089,230"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,363,170"/>	<input type="text" value="2,411,032"/>	<input type="text" value="2,091,007"/>

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.

Steven D. Thomas
Name of Person Signing

Steven D. Thomas
Signature

April 19, 2001
Date Signed



**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party **Mark if additional names of conveying parties attached**
Enter Additional Conveying Party

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organizaiton

Receiving Party **Mark if additional names of receiving parties attached**
Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

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"/>	2,084,315	1,738,492	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,838,027	1,515,593	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,761,576	1,907,495	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,743,384	1,620,182	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,773,776	797,562	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,719,553	1,740,644	<input type="text"/>



NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of April 10, 2001 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Agent (the "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 Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of Trademark <u>Registration</u>
	see attached <u>Exhibit A</u>	

TRADEMARK APPLICATIONS

<u>Trademark Application No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Application</u>
	see attached <u>Exhibit A</u>	

The Obligors and the 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,

CRYSTAL FARMS REFRIGERATED
DISTRIBUTION COMPANY,
a Minnesota corporation

By: 

Name: John D. Reedy

Title: V.P. - Finance

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Agent

By: _____

Name: W. Thomas Barnett

Title: Managing Director

The Obligors and the 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,

CRYSTAL FARMS REFRIGERATED
DISTRIBUTION COMPANY,
a Minnesota corporation

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Agent

By: *W. Thomas Barnett*
Name: W. Thomas Barnett
Title: Managing Director

Exhibit A

**Crystal Farms Refrigerated Distribution Company
(Minnesota Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
DESIGN ONLY	2,386,475	9/12/00
DESIGN ONLY	2,388,638	9/19/00
CHEESE WAVES	2,363,170	6/27/00
DESIGN ONLY	2,358,319	6/13/00
GIMME MY CHEESE	2,253,359	6/15/99
CHEEZOIDS	2,411,032	12/5/00
MANHATTAN EXCHANGE SOFT BAGELS and Design	2,198,527	10/20/98
P PASTEURIZED Stylized Letters	2,089,230	8/19/97
CRYSTAL FARMS SINCE 1926 and Design	2,091,007	8/26/97
MANHATTAN EXCHANGE and Design	2,084,315	7/29/97
CRYSTADOS and Design	1,838,027	5/31/94
CRYSTADOS Stylized Letters	1,761,576	3/30/93
QUALITY & VALUE GUARANTEED and Design	1,743,384	12/29/92
DAVID'S DELI	1,740,644	12/15/92
SIMPLY SOUPS	1,773,776	5/25/93
CAKLEBERRIES	1,719,553	9/22/92
BUTTERSWEET	1,738,492	12/8/92
CRYSTAL FARMS Stylized Letters	1,515,593	12/6/88
NATURALLY FARM FRESH and Design	1,907,495	7/25/95
WESTFIELD FARMS and Design	1,620,182	10/30/90
SUN COUNTRY	797,562	10/12/65

Pending Applications

Mark	Appl. Ser. No.	Filing Date
DESIGN ONLY	75-459,444	3/30/98
NATURALLY FARM FRESH and Design	74-053,629	4/27/90

23