

10-02-1998



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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document of copy hereof. 10/2/98 2:41

1. Name of Party(ies) conveying an interest:

El Molino Foods, Inc.  
100 South Fourth Street, Suite 1010  
St. Louis, Missouri 63102

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation Delaware  
 Other

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

2. Name and Address of Party(ies) receiving an interest:

Name: NationsBank, N.A., As Agent  
OPR/FINANCE

Street Address: 901 Main Street  
Internal Address: Agency Services - TX1-492-14-12

City: Dallas State: Texas Zip: 28255

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation  
 Other National Banking Association

Additional name(s) & address(es) attached?  Yes  No

3. Nature of Conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other Notice of Grant of Security Interest In Trademarks

Execution Date: September 11, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s): N/A

B. Trademark Registration No.(s): 1,266,449      1,232,907  
1,232,906      1,115,050

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Mark H. Webbink, Esq.  
Internal Address: Moore & Van Allen, PLLC  
Street Address: 2200 West Main Street, Suite 800  
City: Durham State: NC ZIP: 27705

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.4):                      \$ 115.00

Enclosed  
 Authorized to be charged to deposit account  
(Any Deficiency)

8. Deposit account number:  
13-4365  
(Attach duplicate copy of this form 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.*

Mark H. Webbink, Esq.                      [Signature]                      9/21/98  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments and document: 6

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

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

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.

Patrick T. Walls  
(Typed or printed name of person signing the certificate)

[Signature]  
(Signature of the person signing the certificate)

9/21/98  
(Date of Signature)

09/29/1998 DNGUYEN 00000174 1266449

01 FC:481                      40.00 OP  
02 FC:482                      75.00 OP

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Please be advised that pursuant to the Security Agreement dated as of September \_\_, 1998 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and NationsBank, N.A., as Administrative Agent (the "Administrative 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 Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark Registration No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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**See Schedule A attached hereto and made a part hereof.**

TRADEMARK APPLICATIONS

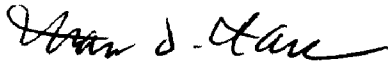
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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**See Schedule A attached hereto and made a part hereof.**

The Obligors and the Administrative 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.

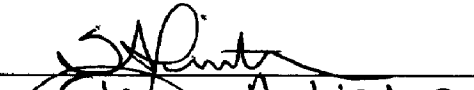
Very truly yours,

**EL MOLINO FOODS, INC.**

By:   
Name: Mark D. Wall  
Title: Senior Vice President

Acknowledged and Accepted:

NATIONSBANK, N.A.,  
as Administrative Agent

By:   
Name: Stephen A. Linton  
Title: Assistant Vice President

**SCHEDULE A**

**EL MOLINO FOODS, INC.**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
RANCHO EL MOLINO <RANCH THE MILL>	1,266,449	2/7/84
RANCHO EL MOLINO <THE MILL RANCH>	1,232,907	3/29/83
EL MOLINO <THE MILL>	1,232,906	3/29/83
LITTLE PANCHO and Design	1,115,050	3/13/79