

9-25-98

10-02-1998



U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Honorable Commissioner (

100843321

Original document of copy of Dec 25 PM 2:41

1. Name of Party(ies) conveying a

Milnot Company
100 S. Fourth Street, Suite 1010
St. Louis, Missouri 63102

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

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

3. Nature of Conveyance:

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

Execution Date: September 11, 1998

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

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

Additional numbers attached? Yes No

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

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: 22

7. Total fee (37 CFR 3.4): \$ 565.00
 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.
Name of Person Signing

[Signature]
Signature

9/21/98
Date

Total number of pages including cover sheet, attachments and document: 8

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 DMGUYEN 00000173 2108135

01 FC:481
02 FC:482

40.00 DP
525.00 DP

SCHEDULE A**Recordation Form Cover Sheet****4. Application number(s) or registration number(s):****A. Trademark Application No.(s):****B. Trademark Registration No.(s):**

Mark	Registration No.	Registration Date
DUFFY'S	2,108,135	10/28/97
SO RICH IT WHIPS	1,961,768	3/12/96
CHILLI MAN	1,923,909	10/3/95
CHLLI MAN	1,934,806	11/14/95
2-TIME WORLD CHAMPION and Design	1,887,359	4/4/95
TRAILBLAZER	1,937,841	11/28/95
EQUATOR ED'S	1,754,572	2/23/93
2-TIME WORLD CHAMPION and Design	1,750,267	2/2/93
CHOLESTEROL FREE MILNOT and Design	1,529,888	3/14/89
DAIRY SWEET	1,386,912	3/18/86
SUNSHINE	1,250,578	9/6/83
DAIRY SWEET	1,260,587	12/6/83
SUNSHINE	1,140,479	10/14/80
SUNSHINE BRAND	1,131,910	3/11/80
SUNSHINE and Design	1,150,549	4/7/81
ANI-MIL (stylized)	1,121,989	7/10/79
CAT CREME (stylized)	1,079,597	12/13/77
MILNOT and Design	962,190	6/26/73
ANI-MIL	929,372	2/15/72
MILNOT IF COUWS COULD... THEY'D GIVE and Design	770,447	5/26/64
SO RICH IT WHIPS	715,207	5/9/61
MILNOT	682,615	7/28/59

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>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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See Schedule A attached hereto and made a part hereof.

TRADEMARK APPLICATIONS

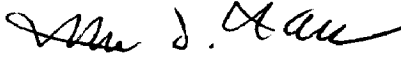
<u>Trademark Applications No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Applications</u>
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See Schedule A attached hereto and made a part hereof.

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.

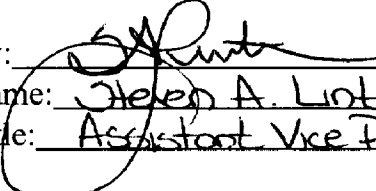
Very truly yours,

MILNOT COMPANY

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

Acknowledged and Accepted:

NATIONSBANK, N.A.,
as Administrative Agent

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

SCHEDULE A**MILNOT COMPANY****U.S. Trademarks****Registered Marks**

Mark	Registration No.	Registration Date
DUFFY'S	2,108,135	10/28/97
SO RICH IT WHIPS	1,961,768	3/12/96
CHILLI MAN	1,923,909	10/3/95
CHILLI MAN	1,934,806	11/14/95
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DAIRY SWEET	1,260,587	12/6/83
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SUNSHINE BRAND	1,131,910	3/11/80
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CAT CREME (stylized)	1,079,597	12/13/77
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MILNOT IF COWS COULD... THEY'D GIVE and Design	770,447	5/26/64
SO RICH IT WHIPS	715,207	5/9/61
MILNOT	682,615	7/28/59

State Registered Marks

State	Mark	Registration No.	Registration Date
Ohio	MILNOT and Design	6,739	1/27/75
Ohio	Design Only	6,784	1/27/75
Ohio	MILNOT and Design	6,739	6/23/82
Missouri	DAIRY SWEET (stylized)	8,239	6/1/84
Indiana	DAIRY-O and Design	5,008,930	10/16/72
Illinois	DAIRY SWEET	54,915	6/6/84

State	Mark	Registration No.	Registration Date
Illinois	MILNOT Design	45,302	
Illinois	MILNOT	43,693	1/30/75
Illinois	CHILLI TOWN U.S.A.	36,729	
Illinois	CHILLI MAN	27,992	8/3/81