

05-03-2001



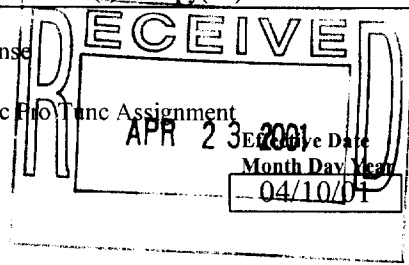
U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

101700497

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

4-23-01



Submission Type

- New
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Document ID#
- Correction of PTO Error
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Conveyance Type

- Assignment
- Security
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

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- Corporation
- Other
- Citizenship/State of Incorporation/Organization
- General Partnership
- Association
- Limited Partnership

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.)

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Name

Address (line 1)

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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="75/909,033"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,341,765"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,616,900"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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.)

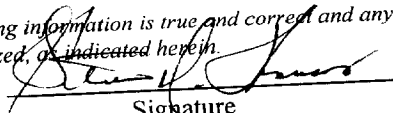
Deposit Account Number: #

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


Signature

April 19, 2001
Date Signed

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,

MICHAEL FOODS, INC.,
a Minnesota corporation

By: 

Name: John D. Reedy

Title: E.V.P., C.F.O. and Treasurer

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,

MICHAEL FOODS, INC.,
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

**Michael Foods, Inc.
(Minnesota Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
SIMPLY OMELETS	2,341,765	4/11/00
EASY EGGS	1,616,900	10/9/90

Pending Application

Mark	Appl. Ser. No.	Filing Date
FRESHER THINKING	75-909,033	1/24/00