

05-04-2001



101702257

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

4.24.01

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New

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Conveyance Type

Assignment  License

Security  Nunc Pro Tunc Assignment

Merger

Change of Name

Other

APR 24 2001

Effective Date  
Month Day Year  
04/10/01

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

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05/03/2001 LMUELLER0000151 76053445 40.00 DP 75.00 DP

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#

**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)

**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.)

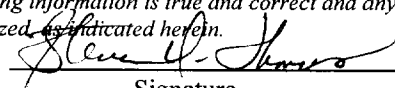
Deposit Account Number: #

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



April 19, 2001

Name of Person Signing

Signature

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,

NORTHERN STAR CO.,  
a Minnesota corporation

By: 

Name: John D. Reedy

Title: V.P. – Finance and C.F.O.

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,

NORTHERN STAR CO.,  
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

**Northern Star Co.  
(Minnesota Corporation)**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
SIMPLY POTATOES	2,374,745	8/8/00
COUNTRY SUN and Design	1,718,431	9/22/92
SIMPLY POTATOES	1,596,986	5/15/90

**Pending Application**

<b>Mark</b>	<b>Appl. Ser. No.</b>	<b>Filing Date</b>
DINER'S CHOICE	76-053,445	5/19/00