

06-09-1998

ONLY ASSIGNMENT #3

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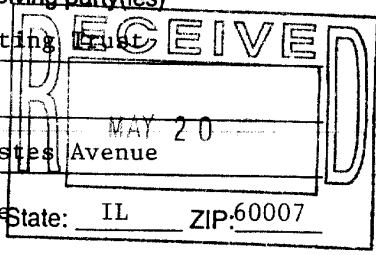


100730533

To the Honorable Commissioner.

and the attached original documents or copy thereof.

REC'D 5-20-98



1. Name of conveying party(ies):
Estes Green, Inc.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 8, 1997

2. Name and address of receiving party(ies)

Name: Estes Liquidating Trust
 Internal Address:
 Street Address: 1301 Estes Avenue
 City: Elk Grove Village State: IL ZIP: 60007

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Liquidating Trust

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,857,826
1,462,118

Additional numbers attached? Yes No

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

Name: Robert E. Browne
 Internal Address:

06/09/1998 JSHBAZZ 00000074 1857826

01 FC:481 40.00 DP
 02 FC:482 25.00 DP

Street Address: Altheimer & Gray
 10 S. Wacker Drive, Suite 4000
 City: Chicago State: IL ZIP: 60606
 Phone: 312-715-4777

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Any deficient fees are
- Authorized to be charged to deposit account

8. Deposit account number:

011,156

(Attach duplicate copy of this page 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.

Robert E. Browne
 Name of Person Signing
 Reg. No. 26,150

Signature

5/20/98
 Date

Total number of pages including cover sheet, attachments, and document: 4

Ref. No. 23414.00.0000
 LDA

[Handwritten signature]

TRADEMARK ASSIGNMENT

For good and valuable consideration, receipt of which is hereby acknowledged, as of December 8 1997, Estes Green, Inc. (f/k/a Karp's Inc.), having its principal place of business at 1301 Estes Avenue, Elk Grove Village, IL 60007 ("Assignor"), sold, assigned and transferred to Estes Liquidating Trust, having its principal place of business at 1301 Estes Avenue, Elk Grove Village, IL 60007 ("Assignee"), its successors and assigns, the entire right, title and interest of Assignor in and to the trademarks listed in Schedule A hereto, together with all right, title and interest in and to all the logos, insignias, designs and the goodwill related thereto (the "Trademarks") and all common law rights of Assignor in the Trademarks, and all rights to sue for and obtain damages, injunctive relief and attorneys' fees for all past infringements with respect thereto and for all claims and causes of action heretofore accrued or hereafter accruing for misappropriation, infringement or other violation of proprietary or other rights in the Trademarks and all registrations or applications relating thereto and all renewals and extensions of such registrations.

IN WITNESS WHEREOF, Assignors have caused this Assignment to be signed by their
duly authorized representative this 24th day of April, 1998.

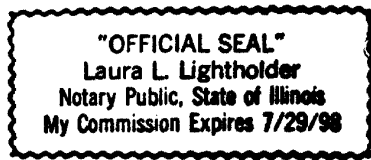
ESTES GREEN, INC. (F/K/A KARP'S
INC.)

By: Jack L. Karp
Jack L. Karp, President

STATE OF ILLINOIS)
)
COUNTY OF Cook)

On this 24th day of APRIL, 1998, personally appeared before me Jack L.
Karp, to me known and known to me to be the President of the ESTES GREEN, INC. that
executed the foregoing instrument, and acknowledged that each executed the foregoing instrument
on behalf of said trust and pursuant to authority duly received.

[SEAL]



Laura L. Lightholder
Signature

LAURA L. LIGHTHOLDER
Name:

Notary Public in and for
said County and State

Schedule A

KARP'S SCOOP-N-BAKE Fed. Reg. No. 1,462,118

SCOOP-N-BAKE Fed. Reg. No. 1,857,826

(218174.5 - 4/20/98, 11:58 AM)

RECORDED: 05/20/1998

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** TOTAL PAGE. 04 **