

07-08-1998



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JUN 25 1998

To the Honorable Commission.

100757300

he attached original documents for the of.

1. Name of conveying party(ies):

6-25-98

MILTON'S USA

- Individual
- General Partnership
- Corporation-State-California
- Other _____

- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: MILTON'S BAKING CO.

Internal Address: _____

Street Address: 3702 Via de la Valle

City: Del Mar State: CA ZIP: 92014

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State-California
- Other _____

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) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: June 15, 1998

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

A. Trademark Application No.(s)
75/308,064

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Malcolm McCaleb, Jr.

Internal Address: Foley & Lardner

Atty. Docket No. 031364/0122

Street Address: One IBM Plaza, Suite 3300

330 North Wabash Avenue

City: Chicago State: IL ZIP: 60611-3608

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

06-1450

(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.

Malcolm McCaleb, Jr.
Name

Malcolm McCaleb Jr.
Signature

06/23/98
Date

07/06/1998 ENCUMEN 00400110 70068004

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

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Mail documents to be recorded with required cover sheet information to:
Assistant Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1748 FRAME: 0368

UNITED STATES

ASSIGNMENT OF SERVICE MARK

WHEREAS, Milton's USA, a corporation of California, having its principal place of business at 2660 Villa de la Valle, 2 Lower Hill Mall, Del Mar, California 92014 ("Assignor"), is the sole and exclusive owner of the Service Mark described in Exhibit "A" (the "Mark") attached hereto and made a part hereof;

WHEREAS, Milton's Baking Co., a corporation of California, having its principal place of business at 3702 Via de la Valle, Del Mar, California 92014 ("Assignee"), desires to acquire the entire right, title and interest in, to and under the Mark and the identified application thereof;

NOW THEREFORE, for and in consideration of the sum of One Dollar (\$1.00), and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, said Assignor does hereby sell, transfer, convey and assign to said Assignee the entire right, title and interest in, to and under said Mark and the application thereof, together with the goodwill of the business symbolized by the Mark, together with all rights and privileges granted and secured thereby, including the right to sue and recover for any past infringement, said rights to be held and enjoyed by said Assignee, for its own use and benefit and for the use and benefit of its successors, assigns or other legal representatives as fully and entirely as the same would have been held and enjoyed by said Assignor if this Assignment and sale had not been made. Assignor further agrees to execute any and all

documents and do any such further acts that shall be required in order for Assignee to secure and perfect its title to such rights.

AND, said Assignor hereby covenants that it has full right to convey the entire interest herein assigned.

IN TESTIMONY WHEREOF, Assignor has executed this Assignment this

15th day of June, 1998, at Del Mar, California.

Milton's USA

David Levy
David Levy, President

State of California)
) SS
County of San Diego)

Subscribed and sworn to before me this
15th day of June, 1998.

Greg Marcum
Notary Public

My Commission Expires: Apr. 25, 2002 [SEAL]



EXHIBIT A

<u>MARK</u>	<u>APPLICATION NO.</u>	<u>APPLICATION DATE</u>
MILTON'S DELICATESSEN GRILL BAKERY	75/308,064	June 12, 1997