

Form 6-93
US No. 0951-0011 (exp. 4/94)

11-10-1998



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original documents or copy thereof

To the Honorable Commissioner of Patents

Name of conveying party(ies):
ALLIED FOODS ACQUISITION, LLC.

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

Other LIMITED LIABILITY COMPANY
Additional name(s) of conveying party(ies) attached? Yes No

- Nature of conveyance:
- Assignment
 - Security Agreement
 - Other
 - Merger
 - Change of Name

Execution Date: _____

2. Name and address of receiving party(ies)
Name: FELIX THE CAT PRODUCTIONS, INC.

Internal Address: _____
Street Address: 87 BIRCH LANE
City: WAYNE State: NJ ZIP: 07470

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State NEW YORK
- 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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,712,026
1,748,759

Additional numbers attached? Yes No

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

Name: MARCELLA ANN STAPOR

Internal Address: _____

HARRIS BEACH + WILCOX, UP
708 THIRD AVENUE

Street Address: _____

City: New York State: NY ZIP: 10017

6. Total number of applications and registrations involved: 2

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(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.

MARCELLA ANN STAPOR
Name of Person Signing

Marcella Ann Stapor
Signature

July 14, 1998
Received Nov. 4, 1998
Date

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

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

TRADEMARK ASSIGNMENT AND SETTLEMENT

THIS TRADEMARK ASSIGNMENT and SETTLEMENT is made and entered into this 8th day of July, 1998, between ALLIED FOODS ACQUISITION, LLC, a Georgia limited liability company with offices at 1450 Hills Place, N.W., Atlanta, Georgia 30318 ("Assignor") and FELIX THE CAT PRODUCTIONS, INC., a New York corporation having a place of business at 87 Birch Lane, Wayne, New Jersey ("Assignee");

WHEREAS, Assignor has acquired by assignment recorded February 19, 1998 at Reel 1692/Frame 0364, adopted and used in the United States, the trademarks described as FELIX, U.S. Patent and Trademark Office Reg. No. 1,748,759, and FELIX, U.S. Patent and Trademark Office Reg. No., 1,712,026 (the "Marks"), in connection with its business and is the owner of the Marks and the registrations thereof;

WHEREAS, Assignee has petitioned to cancel each of the identified federal registrations of the Marks under Cancellation Nos. 26,941 and 26,933, respectively (the "Cancellation Actions");

WHEREAS, the parties are desirous of resolving the Cancellation Actions;

NOW, THEREFORE, for and in consideration of the payment of Five Thousand Dollars (\$5,000) by Assignee to Assignor payable within ten (10) days of receipt of the fully signed agreement by Assignee, Assignee's withdrawal of the Cancellation Actions, and Assignee's agreement to forbear any causes of action it may have based upon Assignor's past actions involving the Marks, Assignor hereby assigns to Assignee all right, title and interest in and to the Marks, including the registrations thereof together with the good will of the business symbolized by the Marks and any causes of action it may have based on past actions or infringement related to the Marks. Assignor further agrees to Assignee's withdrawal without prejudice of the Cancellation Actions.

IN WITNESS WHEREOF, the parties have caused this Trademark Assignment and settlement to

be executed and effective on the date given above.

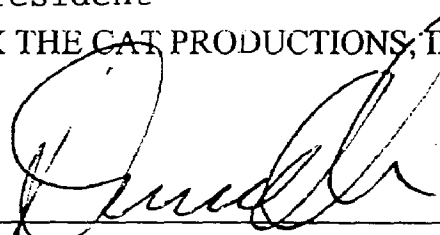
ALLIED FOODS ACQUISITION, LLC

By: 

PRESIDENT

Ronald S. Kirschner
President

FELIX THE CAT PRODUCTIONS, INC.

By: 

DONALD ORIOLO
Vice President