

11-18-1998



100901492

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

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

**Submission Type**

New

Resubmission (Non-Recordation)  
Document ID #

Correction of PTO Error  
Reel #  Frame #

Corrective Document  
Reel #  Frame #

**Conveyance Type**

Assignment  License

Security Agreement  Nunc Pro Tunc Assignment

Merger  Effective Date  
Month Day Year

Change of Name

Other

**Conveying Party**

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

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

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

Individual  General Partnership  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.)

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

11/18/1998 DNGUYEN 00000032 75550713

01 FC:481 40.00 OP

02 FC:482 475.00 OP

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

**TRADEMARK**  
REEL: 1815 FRAME: 0519

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**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="75/550,713"/>	<input type="text" value="75/550,714"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,149,079"/>	<input type="text" value="2,037,600"/>	<input type="text" value="1,888,735"/>
<input type="text" value="1,935,987"/>	<input type="text" value="1,980,371"/>	<input type="text" value="2,046,889"/>
<input type="text" value="1,857,334"/>	<input type="text" value="1,853,238"/>	<input type="text" value="1,933,482"/>

**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.

Thomas H. Prochnow

11/13/98

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY**

FORM PTO-1618C  
Expires 06/30/99  
OMB 0651-0027

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

**Conveying Party**

Enter Additional 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**

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)




City

State/Country

Zip Code

Individual    General Partnership    Limited Partnership

Corporation    Association

Other

Citizenship/State of Incorporation/Organization

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**Trademark Application Number(s) or Registration Number(s)**

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark if additional numbers attached

**Trademark Application Number(s)**

**Registration Number(s)**

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1,789,019	1,776,005	1,789,018
1,266,461	2,138,403	1,784,298
1,813,927	2,044,113	2,009,210
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ASSIGNMENT OF TRADEMARKS

ASSIGNMENT OF TRADEMARKS (the "Assignment") made by AUSTIN QUALITY FOODS, INC., a Delaware corporation having a principal place of business at One Quality Lane, Cary, North Carolina 27513-2004 ("Assignor") to AQFTM, Inc., a Delaware corporation having a principal place of business at One Quality Lane, Cary, North Carolina 27513-2004 ("Assignee")

WHEREAS, Assignor has adopted, used and is using the marks set forth on Schedule I hereto and incorporated by reference herein, which are registered in, or for which application for registration has been filed in, the United States Patent and Trademark Office and in certain other jurisdictions, and other marks, including but not limited to those set forth on Schedule I (the "Assigned Marks"); and

WHEREAS, Assignee desires to purchase or acquire all Assignor's right, title and interest in and to the Assigned Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee agree as follows:

Assignor does hereby sell, transfer, convey, assign and deliver to Assignee all right, title and interest of Assignor in and to the Assigned Marks, the registrations and applications for registrations thereof, and the goodwill of the business connected with the use thereof and symbolized thereby; all rights of priority therein in any country as may now or hereafter be granted to it by law, treaty or other international convention; and all rights, interests, claims and demands recoverable in law or equity, that Assignor has or may have in profits and damages for past, present and future infringements of the Assigned Marks, including, without limitation, the right to compromise, sue for and collect such profits and damages;

the same to be held and enjoyed by Assignee, its successors and assigns or their legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made.

Assignor hereby agrees that Assignor shall and shall cause each of its affiliates to, from time to time, execute and deliver to Assignee such additional instruments, documents, conveyances or assurances and take such other action as shall be necessary or otherwise reasonably requested by Assignee to confirm and assure the rights and obligations contemplated herein.

This Assignment shall be governed by, and construed in accordance with, the laws of the United States, in respect to trademark issues and in all other respects including as to validity, interpretation and effect by the laws of the State of North Carolina, without giving effect to the conflict of laws rules thereof.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed as of this 28 day of September, 1998.

AUSTIN QUALITY FOODS, INC.

By: Steve Grissom  
Name: Steve Grissom  
Title: SR. V.P.

"Express Mail" mailing label No. EI740136836US  
Date of Deposit November 13, 1998

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Washington, D.C. 20231.

Elisa Raley  
(Typed or printed name of person mailing paper or fee)  
Elisa Raley  
(Signature of person mailing paper or fee)

U. S. Trademark Registrations

<u>REGISTERED TRADEMARK</u>	<u>REGISTRATION NUMBER</u>	<u>DATE OF REGISTRATION</u>
SMACKERS	1,149,079	3/24/81
TASTE AND BELIEVE!	2,037,600	2/11/97
BETTER BITES	1,888,735	4/11/95
AUSTIN QUALITY (and design)	1,935,987	11/14/95
AUSTIN QUALITY THE GOURMET BAKER (and design)	1,980,371	6/18/96
CHOCO CREMES	2,046,889	3/25/97
THINGZ	1,857,334	10/4/94
BAKED WITH PRIDE	1,853,238	9/6/94
LEMON OHS!	1,933,482	11/7/95
BLT	1,789,019	8/17/93
CB	1,776,005	6/8/93
PBJ	1,789,018	8/17/93
AUSTIN (and design)	1,266,461	2/7/84
Running Men Design	2,138,403	2/24/98
DOLPHINS & FRIENDS (and design)	1,784,298	7/27/93
DOLPHINS & FRIENDS (stylized)	1,813,927	12/28/93

SEANIMALS  
(stylized)

2,044,113

3/11/97

OCEAN ANIMAL  
(stylized)

2,009,210

10/15/96

U. S. Trademark Applications

<u>TRADEMARK</u>	<u>SERIAL NUMBER</u>	<u>FILING DATE</u>
DOLPHINS & FRIENDS	(not yet assigned)	9/9/98
DOLPHINS & FRIENDS (and design)	(not yet assigned)	9/9/98



Foreign Trademark Registrations

<u>COUNTRY</u>	<u>REGISTERED MARK</u>	<u>REGISTRATION NUMBER</u>	<u>DATE OF REGISTRATION</u>
Canada	SMACKERS	TMA 372,934	9/7/90
Canada	LEMON OHS!	TMA 489,026	2/2/98
Canada	AUSTIN (and design)	TMA 355,063	4/28/89
Mexico	LEMON OHS!	568,976	1/29/98

Foreign Trademark Applications

<u>COUNTRY</u>	<u>MARK</u>	<u>SERIAL NUMBER</u>	<u>FILING DATE</u>
CTM	AUSTIN QUALITY (and design)	469,940	2/18/97
CTM	DOLPHINS & FRIENDS	842,880	6/5/98
Mexico	SMACKERS	317,440	12/15/97
Mexico	AUSTIN (and design)	260,847	4/25/96
Mexico	DOLPHINS & FRIENDS	329,240	4/14/98

"Express Mail" mailing label No. EI740136836US

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Elisa Raley

(Typed or printed name of person mailing paper or fee)

Elisa Raley

(Signature of person mailing paper or fee)