

01 -25 -1999



TRADEMARK REGISTRATION
Attorney's Do. No. 9628-19

IN THE UNITED STATES OF AMERICA
100949824
TRADEMARK OFFICE

MRD 1-19-99

In re U.S. Trademark Registration of: Marie Downing Holman
Registration No: 1,210,072
Registered: September 21, 1982
For: VALENTINO'S

BOX ASSIGNMENT
Commissioner of Patents and Trademarks
Washington, D.C. 20231

Please record the attached original document or copy thereof and return the recorded instrument to the undersigned.

- 1. Name of party(ies) conveying an interest: Marie Downing Holman
- 2. Name and address of party(ies) receiving an interest: Val Limited, Inc.
P.O Box 83089
Lincoln, NE 68501-3089

3. Description of the interest conveyed:
 X Assignment Change of Name Security Agreement Merger

Date of execution of attached document: December 30, 1998

4. Application number(s) or patent number(s). Additional sheet attached? Yes No X

If this document is being filed together with a new application, the execution date of the application is: N/A

A. Patent Application No. B. Patent No. C. Trademark Registration No. 1,210,072

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

Alan T. McCollom
MARGER JOHNSON & McCOLLOM, P.C.
1030 S.W. Morrison Street
Portland, Oregon 97205
Telephone: (503) 222-3613

6. Number of applications and trademarks involved: 1

7. Enclosed is our check for \$40 (ck. no. 027884).

8. Any deficiency or overpayment should be charged or credited to deposit account number 13-1703.

9. 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.

Dated: January 18, 1999

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TRADEMARK REGISTRATION
UNITED STATES PATENT AND TRADEMARK OFFICE

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Respectfully submitted,
MARGER JOHNSON & McCOLLOM, P.C.

Alan T. McCollom
Reg. No. 28,881

MARGER JOHNSON & McCOLLOM, P.C.
1030 SW Morrison Street
Portland, OR 97205
(503) 222-3613

Total number of pages comprising
cover sheet and attached assignment: 2

TRADEMARK
REEL: 1842 FRAME: 0883

ASSIGNMENT OF TRADEMARK

WHEREAS, Marie Downing Holman, United States citizen, whose current address is 19080 N.W. Dorena, Portland, Oregon 97229, has adopted, used and is using the service mark VALENTINO'S, U.S. Registration No. 1,210,072, issued September 21, 1982, under the Trademark Act of 1946, and

WHEREAS, Val Limited, Inc. has acquired Marie Downing Holman's assets that relate to her VALENTINO'S business, including said mark, and is desirous of acquiring the registration thereof;

NOW, THEREFORE, in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Marie Downing Holman does hereby assign to Val Limited, Inc. all right, title and interest in and to the said mark and Registration, together with the goodwill of the business symbolized by the registration thereof, and any and all claims for any infringement thereof, and warrants that she has the right to do so.

Executed at Portland, OR, this 30th day of December, 1998.

Marie Downing Holman, U.S. citizen

By: Marie Downing Holman
Marie Downing Holman

STATE OF Oregon)
COUNTY OF Multnomah)

) ss.

This 30th day of December, 1998, before me personally appeared the above-named Marie Downing Holman, who executed the foregoing instrument in my presence, and who acknowledged to me that Marie Downing Holman executed the same of her own free will on behalf of herself for the purposes set forth therein.

Arthur L. Winston
Notary Public for Oregon
My commission expires: 9/30/99

[SEAL]

