

03-19-1999

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

3/4/99



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To the Honorable Commissioner of

are attached original documents or copy thereof.

1. Name of conveying party(ies):

Darlington Farms, Inc.

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

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

2. Name and address of receiving party(ies):

Name: Darlington Farms L.L.C.

Internal Address: P.O. Box 9216

Street Address: 3925 Dalman Road

City: Fort Wayne State: IN ZIP: 46899

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

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

3. Nature of conveyance:

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

Execution Date: January 22, 1999

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

A. Trademark Application No.(s)



B. Trademark registration No.(s)

03-04-1999

834,409

U.S. Patent & TMO/ TM Mail Rpt Dr #70

Additional numbers attached? Yes No

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

Name: Tanya Curtis

Internal Address: Katten Muchin & Zavis

Suite 1600

Street Address: 525 West Monroe Street

City: Chicago State: IL ZIP: 60661-3693

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:

(Attach duplicate copy of this page if paying by deposit account)

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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.

Deborah A. Wing
Name of Person Signing

Signature

3/4/99
Date

Total number of pages comprising cover sheet:

1

ASSIGNMENT OF OTHER INTELLECTUAL PROPERTY

This Assignment is made this 22nd day of January, 1999, by Darlington Farms, Inc., and Indiana corporation, located and doing business at 3925 Dalman Road, Post Office Box 9216, Fort Wayne, Indiana 46899 ("Assignor") to Darlington Farms LLC, a Delaware limited liability company having a place of business at 3925 Dalman Road, Post Office Box 9216, Fort Wayne, Indiana 46899 ("Assignee").

WHEREAS, Assignor has adopted and used, and in certain cases currently is using, in its business, in the United States, various trademarks, service marks, and trade names identified in Schedule A hereto (the "Common Law Marks"); and

WHEREAS, Assignor's sole shareholders, Brian Ellis and Robin Huffine-Schaffer adopted an Asset Purchase Agreement ("APA") on December 31, 1998, pursuant to which Assignor shall assign to Assignee (f/k/a Darlington Acquisition, L.L.C.) the entire right, title and interest in and to the Common Law Marks, together with the goodwill of the business connected with the use of and symbolized by the Registered Marks; and

WHEREAS, Assignee wishes to acquire whatever right, title and interest in and to the Common Law Marks may be held by Assignor, together with whatever goodwill of the business may be connected with the use of and symbolized by the Common Law Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby quitclaims to Assignee its entire right, title, and interest in and to whatever Common Law Marks it may own, including particularly those identified in Schedule A hereto, together with the goodwill of the business connected with the use of and symbolized by the Common Law Marks and the registrations thereof, and any right to sue and recover from any past infringements of the Registered Marks.

IN WITNESS WHEREOF, the Assignor has executed this instrument.

Dated: January 22, 1999

DARLINGTON FARMS, INC.

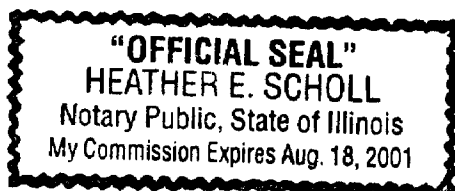
By: [Signature]

Name: BRIAN L ELLIS

Title: PRESIDENT

SUBSCRIBED AND SWORN TO
before me this 22 day of
January, 1999

[Signature]
Notary Public



SCHEDULE A

OTHER INTELLECTUAL PROPERTY

MARK	GOODS	SUBJECT OF:
VALLEYBROOK FARMS (and Design)	Int. Cl. 4: Candles Int. Cl. 16: Paper gift bags, pictures, gift wrapping paper and greeting cards Int. Cl. 21: Containers for foods, namely cookies and confections; ornaments made of porcelain; mugs and vases Int. Cl. 28: Christmas ornaments Int. Cl. 30: Cookies, frozen confections, and confectionery chips for baking	Abandoned U.S. Trademark Application Serial No. 74/365,828
Design Only (TEDDY BEAR)	Candies and cookies	U.S. Trademark Registration No. 1,722,260 - Subject to cancellation under Lanham Act § 8
Design Only (STOCKING)	Candies and cookies	U.S. Trademark Registration No. 1,720,558 - Subject to cancellation under Lanham Act § 8
Design Only (MILK CAN)	Snack items; namely, popcorn and pretzels	Abandoned U.S. Trademark Application Serial No. 74/239,194
Design Only (APPLE)	Candies and cookies	U.S. Trademark Registration No. 1,722,259 - Subject to cancellation under Lanham Act § 8

MARK	GOODS	SUBJECT OF:
Design Only (PIE)	Candies and cookies	U.S. Trademark Registration No. 1,697,058 - Subject to cancellation under Lanham Act § 8
Design Only (SHOE)	Candies and cookies	U.S. Trademark Registration No. 1,697,057 - Subject to cancellation under Lanham Act § 8
Design Only (CAT)	Candies and cookies	U.S. Trademark Registration No. 1,697,056 - Subject to cancellation under Lanham Act § 8
DARLINGTON HOUSE	Candies	Cancelled U.S. Trademark Registration No. 1,582,843
VALLEYBROOK FARMS (and Design)	Cookies	Cancelled U.S. Trademark Registration No. 1,341,257
DEER PARK	Cookies, crackers, and candy	U.S. Trademark Registration No. 834,409

All other Intellectual Property Sellers may own or use in connection with the Business, except that specifically identified in Schedule 3.17(b) or Schedule 3.17(c) to the Asset Purchase Agreement.