

04-08-1999



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MRD
3-31-99

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
Effective Date
Month Day Year

Merger

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/AK/A/T/A

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

04/08/1999 DNGUYEN 00000083 1970330

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 150.00 DP

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: 1879 FRAME: 0599

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="75/269,635"/>	<input type="text"/>	<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="1,970,330"/>	<input type="text" value="1,241,373"/>	<input type="text"/>
<input type="text" value="1,896,414"/>	<input type="text" value="1,192,616"/>	<input type="text"/>
<input type="text" value="1,196,973"/>	<input type="text" value="1,192,615"/>	<input type="text"/>

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.

Valerie G. Edward

Name of Person Signing



Signature

MARCH 25 1999

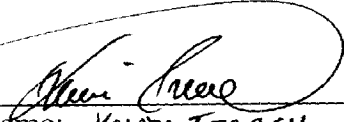
Date Signed

TRADEMARK ASSIGNMENT

1. The undersigned, **FBI BRANDS LTD./LES MARQUES FBI LTÉE** in the person of KPMG Inc., a corporation duly incorporated under the *Canada Business Corporations Act* having its head office at 400 King Street West, Toronto, Ontario M5H 3Z2 and an establishment directly concerned at 21 King Street West, Suite 700, Hamilton, Ontario, L8N 3H1, herein acting its Court appointed Receiver/Manager, by virtue of the Order dated October 22, 1998 of the Ontario Court (General Division) Commercial List, Court file No. 98-CL-3111 (hereinafter referred to as the "Assignor") in consideration of the sum of One Dollar (\$1.00) and for other good and valuable consideration, the receipt and sufficiency hereof is hereby acknowledged hereby sells assigns and transfers to 3547574 Canada Inc. having a principal place of business at 4500 Eastgate Parkway, Mississauga, Ontario, L4W 3W6, (hereinafter referred to as the "Assignee"), all of its rights, title and interests in the trade-marks identified in Schedule A hereto, together with the entire goodwill attaching to the said trade-marks, the same to be held and enjoyed by the Assignee, its successors and assigns as fully and entirely as by the Assignor if this assignment had not been made.
2. The Assignee hereby accepts the said assignment.
3. This Assignment may be executed in separate counterparts and all these counterparts shall for all purposes constitute one and the same assignment, notwithstanding that all Parties are not signatories to the same counterpart.
4. The Parties agree that executed copies of this Assignment may be delivered by fax or similar device and that the signatures appearing on the copies so delivered will be as binding as if copies bearing original signatures had been delivered; each Party hereto undertakes to deliver to the other Parties a copy of this Assignment bearing original signatures, forthwith upon demand.

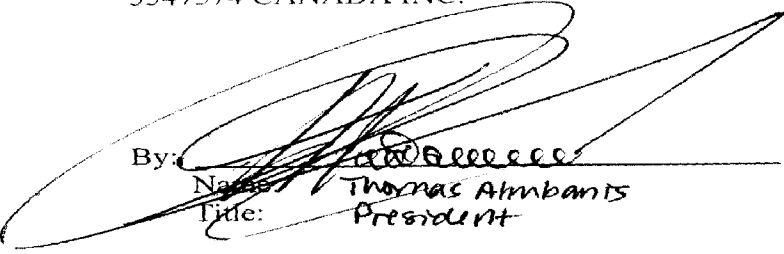
EXECUTED at Toronto, Province of Ontario, Canada this 29 day of January, 1999.

KPMG INC., Court appointed
Receiver/Manager for FBI
BRANDS LTD./LES MARQUES
FBI LTÉE

By: 
Name: Kevin Treacy
Title: Senior Vice-President

EXECUTED at Toronto, Province of Ontario, Canada this 29 day of January, 1999.

3547574 CANADA INC.

By: 
Name: Thomas Albanis
Title: President

SCHEDULE "A"

**FBI BRANDS LIMITED
SCHEDULE OF UNITED STATES OF AMERICAN TRADE-MARKS**

UNITED STATES TRADE-MARK NAME	REGISTRATION (APPLICATION) NO.
TASTY 'N JUICY	1,970,330
POP PAK	1,896,414
ORANGE BREAK	1,196,973
GRAPE BREAK	1,241,373
PUNCH BREAK	1,192,616
APPLE BREAK	1,192,615
TASTY 'N JUICY SPLASH	(S.N. 75/269635)