

5-3-99

05-18-1999



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To the Honorable Commiss

rd the attached original documents or copy thereof

1. Name of conveying party(ies):

ZAPPALA FARMS, L.L.C.

- Individual(s)
- General Partnership
- Corporation-State
- Other New York Limited Liability Company
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: February 11, 1999

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

Name: Agway Consumer Products, Inc.

Street Address: P.O. Box 4933

City: Syracuse State: NY ZIP: 13221

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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) and address(es) attached? Yes No

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

A. Trademark Application No.(s)
75/594,005

B. Trademark No.(s)

Additional Numbers attached? Yes No

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

Name: Kevin D. McCarthy
Hodgson, Russ, Andrews, Woods & Goodyear, LLP
 Internal Address: Intellectual Property Law Section
 Street Address: One M&T Plaza, Suite 2000
 City: Buffalo State: NY ZIP: 14203-2391

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:
08-2442

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

01 FC:401

40.00 OP

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.

Kevin D. McCarthy, Reg. No. 35,278

Name of Person Signing

Signature

Date

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

3

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

TRADEMARK ASSIGNMENT

WHEREAS, ZAPPALA FARMS, L.L.C., a New York limited liability company, 11404 Schuler Road, Cato, New York 13003 ("ZAPPALA FARMS"), has adopted, used, is using, and is the owner of the name, registrations, applications, and marks identified in Exhibit A (hereinafter "Trademarks");

WHEREAS, AGWAY CONSUMER PRODUCTS, INC., a Delaware Corporation, P.O. Box 4933, Syracuse, New York 13221 ("AGWAY"), is desirous of acquiring ZAPPALA FARMS' rights in and to said Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, ZAPPALA FARMS does hereby assign, transfer and convey to AGWAY all of its right, title, and interest in and to said Trademarks together with the goodwill of the business symbolized thereby.

IN WITNESS WHEREOF, ZAPPALA FARMS has caused this instrument to be duly executed by its duly authorized member: James R. Zappala, this 11 day of February, 1999.

ZAPPALA FARMS, L.L.C.

By: Zappala Enterprises, Inc.
As: Managing Member

By: 
James R. Zappala

EXHIBIT A

<u>Country</u>	<u>Trademark</u>	<u>Application No.</u>	<u>Filing Date</u>
U.S.	EMPIRE SWEETS - HOW SWEET THEY ARE! and Design	75/594,005	11/23/98

<u>State</u>	<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
New York	EMPIRE SWEETS - HOW SWEET THEY ARE! and Design	R28792	11/17/97
New York	EMPIRE SWEETS EMPIRE SWEET ONIONS	R28441	10/11/96