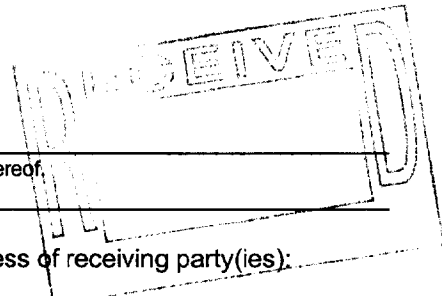


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To the Hon. Commissioner of Patents and Trademarks:

101040628

py thereof.

1. Name of conveying party(ies):

ANRICO, L.L.C.,

- Individual
- General Partnership
- Corporation
- Other Arizona Limited Liability Company

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

3. Nature of conveyance:

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

Execution Date: April 26, 1999

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

Name: **BELAE BRANDS, INC.**

Internal Address: _____

Street Address: 15458-A North 28th Avenue

City: Phoenix State: AZ

Zip: 85053

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be separate from Assignment)
Additional name(s) & address(es) attached: Yes No

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

A. Application No.(s)
 75/453,183 75/453,322
 75/453,184 75/453,323
 75/453,324

B. Registration No.(s)

Additional numbers attached? Yes No

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

Name: **Susan Stone Rosenfield**
 Address: **BRYAN CAVE LLP**
Two North Central Avenue
Suite 2200
Phoenix, Arizona 85004-4406
 Telephone: **(602) 364-7000**

6. Total number of applications and registrations involved: 5

7. Total Fee (37 CFR 3.41)
\$ 140.00

- Enclosed
- Charge deficiency or credit overpayment to:
Deposit Account No. 22-4467

Per Assignment Division directive, a duplicate of this page is not attached

05/18/1999 NTHAI1 00000142 75453183
 01 FC:481 40.00 OP
 02 FC:482 100.00 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.

Susan Stone Rosenfield
Name of Person Signing

Signature

5-12-99
Date

Total number of pages submitted: 2

NUNC PRO TUNC ASSIGNMENT OF U.S. TRADEMARKS

Effective as of the 23rd day of December, 1998, ANRICO, L.L.C, formerly known as Belae Brands, L.L.C, a limited liability company organized under the laws of the State of Arizona ("Assignor"), was the equitable owner and record owner of the trademarks and United States trademark applications therefor (collectively the "Trademarks") set forth below;

<u>Trademark</u>	<u>Application No.</u>
BELAE BRANDS	75/453,183
BELAE BRANDS	75/453,184
BELAE BRANDS	75/453,324
OUTLOOK	75/453,322
OUTLOOK	75/453,323

AND WHEREAS on or about December 23, 1998, for good and valuable consideration Assignor conveyed the Trademarks, together with the business associated with the Trademarks and the goodwill of the business symbolized by the Trademarks, including but not limited to all of Assignor's rights worldwide to use said Trademarks and its rights to obtain registrations therefor throughout the world, to BELAE BRANDS, INC., a corporation organized and existing under the laws of the State of Delaware, and having a principal place of business at 15458-A North 28th Avenue, Phoenix, Arizona 85053 ("Assignee");

AND WHEREAS the parties desire to record the assignment of Assignor's interest in the Trademarks, together with the goodwill associated therewith to Assignee;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby acknowledges the aforesaid grant and assignment to Assignee of Assignor's entire right, title and interest in and to the Trademarks and goodwill, including but not limited to all of Assignor's rights worldwide to use said Trademarks and its rights to file registrations therefor throughout the world.

Dated: April 26, 1999

ANRICO, LLC

By: Andrew S. Patti

Name: Andrew S. Patti

Title: Management Committee Chairman

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