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6-21-99

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OVER SHEET

LY

U.S. DEPT. OF COMMERCE
Patents & Trademarks



101072947

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Brothers Gourmet Coffee, Inc.

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

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

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

Name: The Procter & Gamble Company

Internal Address: 2-C-G0 Legal

Street Address: One Procter & Gamble Plaza
City: Cincinnati State: Ohio Zip: 45202

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation 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: April 30, 1999

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

A. Trademark Application No.(s)

see attached

B. Trademark registration No.(s)

see attached

Additional numbers attached? Yes No

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

Name: Dianna Icenhower
Internal Address: 2C- GO Legal
Street Address: One Procter & Gamble Plaza
City: Cincinnati State Ohio Zip: 45202

6. Total number of applications and registrations 28

7. Total fee (37 CFR 3.41): \$ 715.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

16-2488

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

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.

Dianna Icenhower

Name of Person Signing

Dianna Icenhower
Signature

1999 6-17-99
Date

TRADEMARK
REEL: 001917 FRAME: 0237

MARKS	SERIAL/ REGISTRATION NUMBER
Brothers	1842662
Brothers & Design	1,850,797
Brothers Keeper	2,008,872
Café du Jour	1376149
Cappuccino Coolers & Des.	1830463
Cappuccino Coolers & Des.	1818630
Carmel Valley Roasting Co.	2,093,345
Cinnanut Cream	2,106,758
Classic Reserve	1800959
Coffee As It Was Meant To Be	1758590
Country Mill	1733365
Creamy Collections	1840038
Denver's Classic	2,114,102
Elkins & Design	1438240
Fairwinds	1630224
Fairwinds & Design	1279137
Foglifter (AAC)	1712005
For People Who Think The World of Coffee	1716212
For People Who Think The World of Coffee & Design	1845204
Frostchaser	75/352652
Hillside Coffee (AAC)	1386960
Jablum	1387679
Luxury In Taste	1408798
Makes One Perfect Pot	1510540
Oh So Cocoa	1818538
The Unwinder	1406041
When You Want The Best! Hillside Coffee & Design (ACC)	1736889
Coffee Cup Design	75/344863

ASSIGNMENT OF MARKS

WHEREAS, Brothers Gourmet Coffees, Inc. (hereinafter "Assignor"), a Delaware corporation having a place of business at 2255 Glades Road, Suite 100E, Boca Raton, Florida 33431, United States of America, is the sole owner of the entire right, title and interest in and to the marks listed below together with the goodwill of the business symbolized by such marks (hereinafter jointly referred to as the "marks");

MARKS	SERIAL/ REGISTRATION NUMBER
Brothers	1842662
Brothers & Design	1,850,797
Brothers Keeper	2,008,872
Café du Jour	1376149
Cappuccino Coolers & Des.	1830463
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TRADEMARK

REEL: 001917 FRAME: 0239

MARKS	SERIAL/ REGISTRATION NUMBER
Hillside Coffee (AAC)	1386960
Jablum	1387679
Luxury In Taste	1408798
Makes One Perfect Pot	1510540
Oh So Cocoa	1818538
The Unwinder	1406041
When You Want The Best! Hillside Coffee & Design (ACC)	1736889
Coffee Cup Design	75/344863

WHEREAS, The Procter & Gamble Company (hereinafter "Assignee"), an Ohio corporation having a place of business at One Procter & Gamble Plaza, Cincinnati, Ohio 45202, United States of America, has contracted to acquire certain of the assets and operations of Assignor pursuant to an Asset Purchase Agreement dated as of March 8, 1999, by and among Assignee and Assignor, including, without limitation, the entire right, title and interest in and to the marks, together with the goodwill of the business symbolized by such marks;

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee all of Assignor's right, title and interest in and to the aforesaid marks, together with the goodwill of the business symbolized by such marks, the applications for registration thereof, and the right to recover any damages for past infringement thereof.

The undersigned hereby agrees to execute such other documents and take other such actions as may be reasonably necessary or desirable to confirm, effectuate or evidence the foregoing assignments, including without limitation, documents to records the assignment with the appropriate state and federal governmental agencies.

Dated: April 30, 1999

BROTHERS GOURMET COFFEES, INC.

By: 

Donald D. Breen

Title: President and Chief Executive Officer

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE) SS

On this 30th day of April, 1999, before me appeared Donald D. Breen, who is personally known to me and who, being duly sworn, acknowledged that he signed this instrument as his free act and deed and the free act and deed of Brothers Gourmet Coffees, Inc.

Ellen B. Hoppensteadt
Notary Public

