

7-299

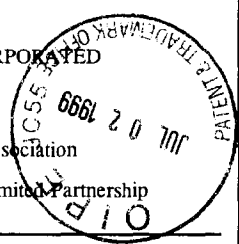
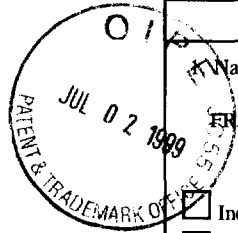
07-07-1999



101083957

TRADEMARKS ONLY

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



1. Name of conveying Party(ies):
FRANK A. SERIO & SONS, INCORPORATED

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

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

2. Name and Address of receiving Party(ies):
 Name: BAKEMARK INGREDIENTS (EAST) INC.
 Internal Address: _____
 Street Address: 1821 Walden Office Square, Suite 300
 City: Schaumburg State: IL Zip: 60173

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) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 14, 1999

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
Reg# 1,961,198 - POTOMAC BAKERY MIXES & Design
Reg# 1,776,660 - ALL THE GOODS TO BAKE THE GOODS
Reg# 1,789,540 - SERIO & SONS & Design
Reg# 1,419,370 - AMERICAN EAGLE & Design

Additional sheet attached? Yes No

5. Name and address of party to whom correspondence concerning this matter should be mailed:
Elizabeth M. Leasure
Coudert Brothers
1627 I Street, N.W.
Washington, DC 20006
Tel. 202-775-5100

Attorney Docket No. CSM 13239-11

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41)..... \$ 115.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit Account No.: 03-3370

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.

Elizabeth M. Leasure Elizabeth M. Leasure July 2, 1999
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: FIVE (5)

07/06/1999
01 FC:481
02 FC:482

HTW11 00000131 1961198
40.00 OP
75.00 OP

TRADEMARK ASSIGNMENT

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, FRANK A. SERIO & SONS, INCORPORATED, a Maryland "S" corporation having its principal place of business at 8441 Dorsey Run Road, Jessup, Maryland 20794-0247 (the "Assignor"), does hereby sell, assign and transfer to BAKEMARK INGREDIENTS (EAST) INC., a Delaware corporation having its principal place of business at 1821 Walden Office Square, Suite 300, Schaumburg, Illinois 60173 (the "Assignee"), its successors and assigns, the entire right, title and interest of Assignor in and to certain trademarks, trade names, business names, product names, "private label" names, trade dress, logos, patented and unpatented inventions, trade secrets, product formulae, know-how, copyrights and all registrations issued and all applications pending with respect to the foregoing, currently owned or used by Assignor (collectively, the "Intangible Rights"), and the goodwill related thereto, and including, without limitation, those trademark registrations, applications for registrations and common law marks identified on Schedule A hereto, and all derivatives thereof, and all rights, powers, emoluments, and advantage whatsoever symbolized thereby of Assignor, including common law rights in the Intangible Rights, and all rights to sue for and obtain damages, injunctive relief and attorneys' fees for all past infringements with respect thereto both at common law and under the statutes of the United States or any other country, and claims and causes of action in favor of the Assignor heretofore accrued or hereafter accruing with respect thereto for misappropriation, infringement or other violation of proprietary or other rights in the Intangible Rights and all registrations or applications relating thereto and all renewals and extensions of such registrations.

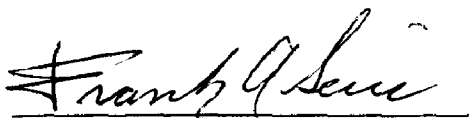
TO HAVE AND TO HOLD the same unto the Assignee, its successors and assigns, for and during the existence of such Intangible Rights and all renewals and extensions thereof, as fully and as entirely as the same would have been held and enjoyed by the Assignor had this Assignment and transfer not been made.

The Assignor shall promptly, upon the request of the Assignee, execute such other instruments of conveyance as may be reasonably necessary to permit the Assignee to record the assignment made by this instrument.

Capitalized terms used herein without definition shall have the meanings ascribed to them in the Purchase Agreement.

IN WITNESS WHEREOF, the undersigned has caused this Assignment to be duly executed this 14th day of June, 1999.

FRANK A. SERIO & SONS,
INCORPORATED

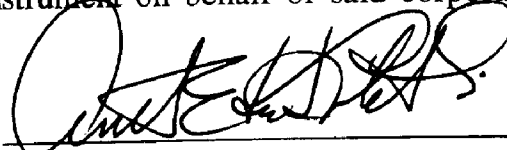
By: 

Name: Frank A. Serio

Title: President

State of Maryland)
) ss.:
County of Howard)

On this 14th day of June, 1999, personally appeared before me Frank A. Serio, to me known and known to me to be the President of FRANK A. SERIO & SONS, INCORPORATED, a Maryland "S" corporation, that executed the foregoing instrument, and acknowledged that each executed the foregoing instrument on behalf of said corporation and pursuant to authority duly received.



Signature

[SEAL]

Name:

Anthony Edward Lotito, Sr., Notary Public
City of Baltimore
State of Maryland
My Commission Expires June 1, 2003

Notary Public in and for
said County and State

SCHEDULE A

A. Registered Marks

<u>Marks</u>	<u>Registration #</u>	<u>Registration Date</u>
POTOMAC BAKERY MIXES	1,961,198	March 5, 1996
ALL THE GOODS TO BAKE THE GOODS	1,776,660	June 15, 1993
SERIO & SONS	1,789,540	August 24, 1993
AMERICAN EAGLE	1,419,370	December 2, 1986

B. Common Law Marks

FRANK A. SERIO & SONS, INC.

SERIO and associated logos