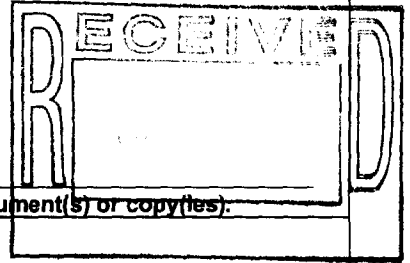


07-15-1999



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**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
- Merger Change of Name
- Other _____

Effective Date
Month Day Year
1/23/97

Conveying Party

Mark if additional names of conveying parties attached
Name Middleby Marshall Inc. Execution Date 1/23/97
Month Day Year

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware Corporation

Receiving Party

Mark if additional names of receiving parties attached

Name Victory Refrigeration Company

DBA/AKA/TA _____

Composed of _____

Address (line 1) 110 Woodcrest Road

Address (line 2) _____

Address (line 3) Cherry Hill New Jersey 08003
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 Delaware Corporation

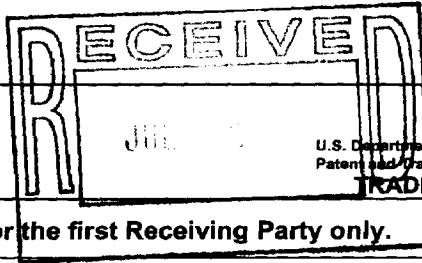
FOR OFFICE USE ONLY

07/15/1999 MTHAI1 00000067 1256771

01 FC:481 40.00 DP
02 FC:482 300.00 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



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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,256,771"/>	<input type="text" value="637,712"/>	<input type="text" value="1,118,717"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="631,765"/>	<input type="text" value="615,759"/>	<input type="text" value="1,072,946"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,041,272"/>	<input type="text" value="1,072,947"/>	<input type="text" value="1,159,029"/>

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.

David E. Bennett

7/6/99

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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 the Assignment.)

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"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

722,223	698,593	645,106
756,349	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

ASSIGNMENT OF TRADEMARKS

WHEREAS, Middleby Marshall Inc., a Delaware corporation whose principal address is 1400 Toastmaster Drive, Elgin, Illinois 60120 ("Assignor") is the owner of and has adopted, licensed and/or is otherwise using (i) the names, trade names and/or trademarks and the related registrations and applications identified on **Schedule A**, and (ii) any common law trademarks, trade dress and label designs utilized therewith (collectively referred to as the "Marks"); and

WHEREAS, Victory Refrigeration Company, a Delaware corporation whose principal address is 110 Woodcrest Road, Cherry Hill, New Jersey 08003 ("Assignee"), desires to acquire the Marks (including, but not limited to, the registrations and/or pending applications identified on **Schedule A** and all renewals and extensions thereof), together with the goodwill of the business in connection with which the Marks are used and which are symbolized by the Marks;

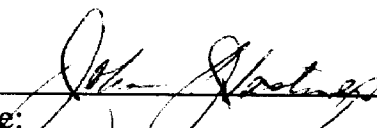
NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor, as of January 1, 1996, assigns unto Assignee all of Assignor's right, title and interest in and to the Marks throughout the world (including without limitation, any and all registrations and/or pending application identified on **Schedule A** and all renewals and extensions thereof), together with the goodwill of the business in connection with which the Marks are used and which is symbolized by the Marks and the right to recover for damages and profits for past infringements thereof.

Assignor agrees to execute and deliver, at the request of the Assignee, such additional papers, instruments, and assignments, as the Assignee may reasonably require in order to vest Assignor's right, title, and interest in and to the Marks in the Assignee and/or to carry out the intent of this Assignment.

IN WITNESS WHEREOF, Assignor has executed this Assignment as of this

23rd day of January, 1997.

MIDDLEBY MARSHALL INC.

By: 
Name: John A. Hastings
Title: Vice President

STATE OF NEW YORK)
)ss.:
COUNTY OF NEW YORK)

On this 2~~nd~~ day of January, 1997, before me personally came John J Hastings to me known, who being by me duly sworn did depose and say that he/~~she~~ is the Vice President of Middleby Marshall Inc. described in and which executed the foregoing instrument; and that he/she signed his/her name thereto by the consent of the order of the Board of Directors of said corporation.

Michael Ruben
Notary Public

Qualified in Bronx County
Certificate filed in New York County
Commission Expires Dec. 23, 1997

SCHEDULE A

U.S. REGISTERED TRADEMARKS

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>INT'L. CLASS</u>
VICTORY	1,256,771	11
VIMCO and Design	637,712	11
HALLMARK	1,118,717	11
STAKOLD (stylized)	631,765	11
SNO QUEEN (stylized)	615,759	11
RAPID CHILL and Design	1,072,946	11
RAPID BLAST and Design	1,041,272	11
RAPID THAW and Design	1,072,947	11
VERSA-TEMP	1,159,029	11
FOAM-FAST	722,223	11
V LINE (stylized)	698,593	11
RAETONE	645,106	11
QUICK-FLIP	756,349	9