

ADJ
08-25-1999



101126683

Commissioner of Patent and Trademarks
Box: Assignments
Washington, D.C. 20231

TRADEMARK RECORDATION COVER SHEET

1) Name, Address and Description of Assignor:

Newco Popcorn, Inc.
6523 North Galena Road
Peoria, IL 61632

95-10-99



08-10-1999
U.S. Patent & TMO/c/TM Mail Rcpt Dt. #64

2) Name, Address and Description of Assignee:

The Popcorn Factory, Inc.
13970 West Laurel Drive
Lake Forest, IL 60045

3) Nature and Execution Date of Conveyance: Assignment dated as of July 25, 1999.

4) Trademark Registrations Conveyed:

- 2,077,928
- 1,902,060
- 1,892,480
- 1,625,092
- 1,661,834
- 1,532,035
- 1,490,406
- 1,371,547
- 1,110,635

5) Total Number of Registrations Conveyed in this Document: 9 (nine)

6) Total Fee Enclosed: \$240 (law firm check)

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DI FC:482 200.00 DP

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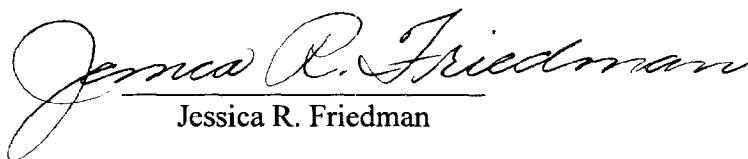
7) Name and Address of Party to Whom Correspondence Should be Mailed:

Jessica R. Friedman, Esq.
Leavy Rosensweig & Hyman
11 East 44th Street
New York, New York 10017

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.

Total number of pages
in this submission: 5

Respectfully submitted,


Jessica R. Friedman

ASSIGNMENT OF TRADEMARKS

WHEREAS, Newco Popcorn, Inc. d/b/a The Popcorn Factory, an Illinois corporation, having its principal place of business at 13970 West Laurel Drive, Lake Forest, Illinois 60045 ("Assignor"), is the owner of the registered trademarks set forth on Schedule 1 attached hereto and incorporated by reference herein (collectively, the "Trademarks"); and

WHEREAS, pursuant to the terms of the Asset Purchase Agreement dated June 25, 1999, Assignor has agreed to assign the rights, interests and titles to the Trademarks to The Popcorn Factory, Inc., a Delaware corporation ("Assignee").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor by these presents hereby sells, assigns and transfers unto said Assignee, its successors, assigns and legal representatives, the entire right, title and interest of Assignor in and to the Trademarks, free and clear of any encumbrances of any nature whatsoever, together with all goodwill appurtenant thereto and the right to recover for damages and profits and all other remedies for past infringement thereof; the Trademarks are to be held and enjoyed by said Assignee for its own use, and for its legal representatives and successors and assigns, to the full end of the term for which said Trademarks are granted or hereafter shall be granted, as fully and entirely as the same would have been held by Assignor had this sale, assignment and transfer not been made.

Upon request of Assignee, its successors or assigns, Assignor agrees to execute and deliver without further compensation any and all instruments, papers or documents, including without limitation such further trademark applications and assignments as may be necessary or desirable to secure to Assignee, its successors and assigns, the full enjoyment of rights and properties hereby conveyed.

IN WITNESS WHEREOF, Newco Popcorn, Inc. has executed this Trademark Assignment as of this 25th day of June, 1999.

NEWCO POPCORN, INC.

By: Jon D. Ellerton
Name: Jon D. Ellerton
Title: Secretary

STATE OF ILLINOIS
COUNTY OF PEORIA

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On this 28th day of June, 1999, before me personally appeared Jon Elletson, Vice President of Newco Popcorn, Inc., an Illinois corporation, to me known to be the person described in and who executed the foregoing instrument on behalf of said corporation, and acknowledged that he executed the same as the free act and deed said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, the day and year above written.



Susan E. King
Notary Public

My commission expires: 4/9/2001

SCHEDULE 1

Registered Federal Trademark of
Newco Popcorn, Inc.

Name	Status/Date of Filing	Serial Number	Registration Number
Cornfusion	Registered July 8, 1997	74-679, 719	2,077,928
The Popcorn Factory	Registered June 27, 1995	74-527,186	1,902,060
O!ccasions	Registered May 2, 1995	74-521,411	1,892,480
Snack to School	Registered November 27, 1990	74-020,157	1,625,092
Snack of the Month	Registered October 22, 1992	74-020,154	1,661,834
Greeting Cans	Registered March 28, 1988	73-752,420	1,532,035
Greeting Cans	Registered May 31, 1988	73-685,639	1,490,406
The Popcorn Factory	Registered November 19, 1985	73-536, 787	1,371,547
The Popcorn Factory	Registered January 2, 1979	73-144, 648	1,110,635

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