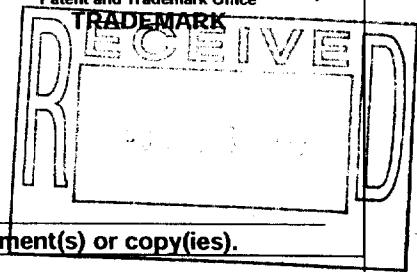


08-18-1999



101120526



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  
Effective Date  
Month Day Year
- Merger
- Change of Name
- Other

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

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other

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.)

Citizenship/State of Incorporation/Organization

08/18/1999 NTHA11 00000060 73464944

FOR OFFICE USE ONLY

Q1 FC:481 40.00 DP  
Q2 FC:482 475.00 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  
TRADEMARK

REEL: 001949 FRAME: 0598

**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

856-342-6144

Name

Wm. Charles Saunders, Esq.

Address (line 1)

Legal Department

Address (line 2)

Campbell Soup Company

Address (line 3)

Campbell Place

Address (line 4)

Camden, New Jersey 08103-1799

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

2

**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)**

75464944	75655567	75655568

0836376	0873139	1010809
1010810	1295078	1506191
1760134	1792806	1798864

**Number of Properties**

Enter the total number of properties involved.

#

20

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

515.00

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.

Bette J. Steele

Name of Person Signing

*Bette J. Steele*  
Signature

Aug. 2, 1999

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)**

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark if additional numbers attached

**Trademark Application Number(s)**

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**Registration Number(s)**

1802886	1809480	1810982
1815487	1823050	1909394
2135991	2139146	
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<input type="text"/>	<input type="text"/>	<input type="text"/>

## ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT is made, effective August 2, 1999, by and between:

**ASSIGNOR: GODIVA CHOCOLATIER, INC.**, a corporation organized and existing under the laws of the State of New Jersey, having its principal place of business at 355 Lexington Avenue, New York, New York 10017

-AND-

**ASSIGNEE: GODIVA BRANDS, INC.**, a corporation organized and existing under the laws of the State of Delaware, having its principal place of business at Suite 102, 200 Continental Drive, Newark, Delaware 19713.

WHEREAS, Assignor represents that, to the best of its knowledge, information and belief, it is the sole and exclusive owner of all right, title, and interest in and to the trademarks listed below, the goodwill associated therewith, and all federal and state trademark registrations (or pending applications) therefor:

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
GODIVA	836,376	10/3/67
DESIGN: GODIVA 1	873,139	7/15/69
GODIVA	1,010,809	5/13/75
DESIGN: GODIVA 2	1,010,810	5/13/75
GODIVA	1,295,078	9/11/84
DESIGN: GODIVA GOLD BOX	1,506,191	9/27/88
GODIVA	1,760,134	3/23/93
GODIVA & DESIGN 3	1,792,806	9/14/93
GODIVA	1,798,864	10/12/93
GODIVA & DESIGN 3	1,802,886	11/2/93
GODIVA & DESIGN 6	1,809,480	12/7/93

CAFE' GODIVA	1,810,982	12/14/93
DESIGN: GODIVA 2	1,815,487	1/4/94
DESIGN: GODIVA 3	1,823,050	2/22/94
COCOA GODIVA	1,909,394	8/1/95
GODIVA	2,135,991	2/10/98
CAFE' GODIVA	2,139,146	2/24/98

<u>Mark</u>	<u>Application Number</u>	<u>Application Date</u>
GODIVA.COM	75/464944	4/8/98
GODIVA	75/655567	3/8/99
DESIGN: GODIVA 4C	75/655568	3/8/99


and

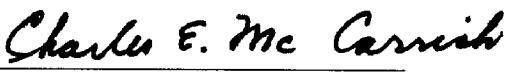
WHEREAS, Assignee desires to acquire all right, title, and interest in and to said trademarks, the goodwill associated therewith and the federal and state trademark registrations (or pending applications) therefor.

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby expressly acknowledged, Godiva Chocolatier, Inc., Assignor, hereby sells, assigns, and transfers to Godiva Brands, Inc., Assignee, all right, title and interest in and to the trademarks listed above, together with the goodwill of the business symbolized by such marks, and the foregoing identified federal and state trademark registrations (or pending applications) therefor.

**GODIVA CHOCOLATIER, INC.**

**GODIVA BRANDS, INC.**

By   
 Name: Gerald S. Lord  
 Title: Vice President - Controller  
 Date: August 2, 1999

By   
 Name: Charles E. McCarrick  
 Title: Vice President – Assistant Treasurer  
 Date: August 2, 1999