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U.S. Patent & TMOfr/TM Mail Rcpt Dt. #3*

rademarks: P



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To the Honorable

1. Name of conveying party(ies):

Fresh Start Foods Limited Partnership

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: **September 10, 1999**

Name: **Fresh Start Bakeries, Inc.**

Internal Address:

Street Address: **145 South State College Boulevard**

City: **Brea** State: **CA** ZIP: **92821**

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,665,990

1,981,396

Additional numbers attached? Yes No

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

Name: **Barry Bumgardner**

Internal Address: **Vinson & Elkins L.L.P.**

Street Address: **3700 Trammell Crow Center**

2001 Ross Avenue

City: **Dallas** State: **TX** ZIP: **75201**

6. Total number of applications and registrations involved: **2**

7. Total fee (37 CFR 3.41):.....\$ **\$65.00**

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

22-0365

10/04/1999 DNGUYEN 00000224 1665990

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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.

Barry Bumgardner

Name of Person Signing

Signature

9/27/99

Date

Total number of pages including cover sheet, attachments, and document: **4**

TRADEMARK

TRADEMARK ASSIGNMENT

THIS ASSIGNMENT OF TRADEMARK is made by and between Fresh Start Foods Limited Partnership (the "Assignor"), and Fresh Start Bakeries, Inc., a Delaware corporation (the surviving entity following a merger of Fresh Start Foods Limited Partnership and Fresh Start Bakeries, Inc. in 1994) (the "Assignee"), having a principal place of business located at 145 South State College Boulevard, Brea, California 92821.

WHEREAS, Assignor has owned since 1996 the trademarks FRESH START BAKERIES and BELLA CRUSTA (the "Trademarks") in connection with the manufacture and distribution of grain-based products; and

WHEREAS, Assignor owns a federal registration for the Trademarks on the Principal Register of the United States Patent and Trademark Office, Registration Nos. 1,665,990 and 1,981,396, registered on November 26, 1996 and June 18, 1996, respectively; and

WHEREAS, Assignee has used since 1996 and is using the Trademarks in connection with the manufacture and distribution of grain-based products; and

WHEREAS, Assignor desires to assign and Assignee desires to obtain all of Assignor's right, title and interest in, to, and under said Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by Assignor, Assignor hereby sells, conveys, assigns, transfers, and delivers to Assignee, its successors and assigns, all of its right, title and interest in, to and under the Trademarks; together with the good will of the business symbolized by the Trademarks; together with the registration in the United States Patent and Trademark Office, and all reissues, extensions or renewals thereof; together with the right to sue and receive damages for future infringements thereof and to stand in the place of Assignor in all matters related thereto.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment of Trademarks to be executed on the later signature date entered below.

ASSIGNOR:

FRESH START FOODS LIMITED PARTNERSHIP

By: *Craig W. Olson*
Name: CRAIG W. OLSON
Title: EXEC. V.P.

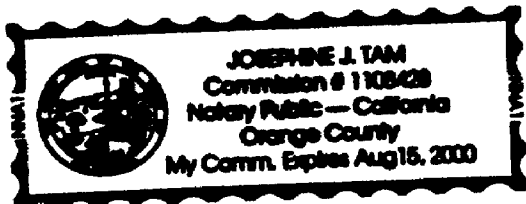
THE STATE OF CALIFORNIA
COUNTY OF Orange

This instrument was acknowledged before me on this the 10th day of September, 1999, by Craig W. Olson, Executive V.P. (title) of FRESH START FOODS LIMITED PARTNERSHIP, an ILLINOIS limited partnership, on behalf of said corporation.

Josephine J. Tam
Notary Public in and for
The State of California

JOSEPHINE J. TAM
Printed or Typed Name of Notary

My Commission Expires 8/15/2000



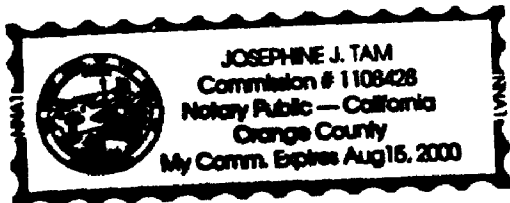
ASSIGNEE:

FRESH START BAKERIES, INC.

By: Scott A. Ross
Name: SCOT A. ROSS
Title: VP-CFO

THE STATE OF CALIFORNIA
COUNTY OF Orange

This instrument was acknowledged before me on this the 10th day of September, 1999, by Scott A. Ross, the VP-CFO (title) of FRESH START BAKERIES, INC., a Delaware corporation, on behalf of said corporation.



Josephine J. Tam
Notary Public in and for
The State of California

JOSEPHINE J. TAM
Printed or Typed Name of Notary

My Commission Expires 8/15/2000