

10-19-1999

FORM PTO-1594

RE



U.S. DEPARTMENT OF COMMERCE

1-31-92

101173404

Patent and Trademark Office

To the Honorable Commissioner,

original document or certified copy thereof.

10.15.99

1. Name of conveying Party(ies):

STEEL CITY MILLING, INC.

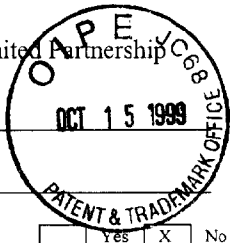
Individual Association

General Partnership Limited Partnership

Corporation-State Delaware

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:

(Designations must be a separate document Yes No from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other _____

Execution Date: September 17, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) **Reg# 1,646,186 - Misc. Design**

Yes No

Additional sheet attached?

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

**Cathy J. Lichter, Esq.
Coudert Brothers
1627 I Street, N.W.
Washington, DC 20006
Tel. 202-775-5100**

Attorney Docket No. 13239-015

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 40.00

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
Name of Person Signing

Elizabeth M. Leasure
Signature

October 15, 1999
Date

10/18/1999 MTHALI 00000232 1646186

01 FC:481

40.00 GP

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

TRADEMARK ASSIGNMENT

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, STEEL CITY MILLING, INC., a Delaware corporation having its principal place of business at 120 Victoria Road, Youngstown, Ohio, 44515 (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 all 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 Asset Purchase Agreement, dated September 17, 1999, by and among the Assignee, the Assignor, and the stockholders of the Assignor.

IN WITNESS WHEREOF, the undersigned has caused this Assignment to be duly executed this 17th day of September, 1999.

STEEL CITY MILLING, INC.

By:

[Handwritten Signature]

Name:

Title:

President

[Handwritten Signature]

October 6, 1999

*Marguerite C. Walsh
Notary Public*

My Commission Expires April 23, 2004

SCHEDULE A

A. U.S. Registered Marks

<u>Marks</u>	<u>Registration #</u>	<u>Registration Date</u>
MISCELLANEOUS DESIGN (THREE BEARS AND A SACK OF FLOUR)	1,646,186	May 28, 1991
STATE OF OHIO CERTIFICATE OF TRADEMARK - BEARS (3) ON AN OUTLINE OF FLOUR SACK	TM 10262	October 31, 1983

B. Foreign Registered Marks

<u>Marks</u>	<u>Registration #</u>	<u>Registration Date</u>
CANADIAN TRADEMARK - THREE BEARS AND A SACK OF FLOUR	TMA 412,755	May 28, 1993

C. Common Law Marks

STEEL CITY MILLING, INC.
STEEL CITY MILLING
SCM

STEEL CITY MILLING, INC., STEEL CITY MILLING and associated logos
"SERVING THE BAKING INDUSTRY FOR OVER FIFTY YEARS"
"SERVING THE BAKING IDUSTRY WITH PRIDE FOR OVER FIFTY YEARS"
"ALWAYS THE VALUE LEADER"
"THE BEST PRODUCTS FOR THE BEST BAKERS"

D. Trade Names

KING BEAR
PRINCE BEAR
QUEEN BEAR
DUCHESS BEAR
PRINCESS BEAR
POLAR BEAR
LADY BEAR
ROYAL BEAR
MOMMA BEAR
BROTHER BEAR
POPPA BEAR
SISTER BEAR
BABY BEAR
BROWN BEAR
KOALA BEAR
GRIZZLY BEAR
PANDA BEAR
BLACK BEAR