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RECORD AT

01-04-2000

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office



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To the Honorable Commissioner of Patents and Trademarks

Original documents or copy thereof.

1. Name of conveying party(ies):

1999 DEC 20 AM 10:29

OPR/FINANCE

Société Des Produits Nestlé S.A.

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

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

3. Nature of conveyance:

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

Execution Date: December 2, 1999

2. Name and address of receiving party(ies)

Name: Saramar, LLC

Internal Address: Three First National Plaza

Street Address:

City: Chicago State: IL ZIP: 60602

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other Delaware Limited Liability Company

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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Schedule A

Additional numbers attached? Yes No

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

Name: Carol Anne Been

Internal Address:

Sonnenschein Nath & Rosenthal

8000 Sears Tower

Street Address:

233 S. Wacker Drive

City: Chicago State: IL ZIP: 60606

6. Total number of applications and registrations involved: 25

7. Total fee (37 CFR 3.41) \$ 640.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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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.

Carol Anne Been Name of Person Signing

Signature

December 20, 1999 Date

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK REEL: 002005 FRAME: 0888

SCHEDULE A

U.S. Trademark Registrations

<u>Trademark</u>	<u>Reg. No.</u>
Miscellaneous Design (Man)	051,468
HILLS BROS	163,338
HILLS BROS COFFEE and Design	426,375
PARK SPECIAL	693,282
BLENDERS CHOICE	740,310
HEAD FOR THE HILLS	743,059
Miscellaneous Design (Boy Holding Jar)	768,461
MJB	777,525
HILLS BROS (Stylized)	781,823
MJB in "Frame" dv	817,090
HILLS BROS and Design	821,232
MJB	822,051
MJB and Oval Design	838,900
TOP OF THE HILLS	883,474
MJB	884,258
HILLS BROS	1,014,223
CHASE & SANBORN (Oval Design)	1,247,824
MJB (Stylized)	1,248,529
MJB and Design	1,249,156
HIGH YIELD	1,332,466
PERFECT BALANCE	1,597,673
MJB	1,638,549

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TRADEMARK
REEL: 002005 FRAME: 0889

ALL THE TASTE...HALF THE CAFFEINE	1,726,021
MJB MORNING BLEND	1,770,849
CHASE & SANBORN	1,980,790





ASSIGNMENT OF UNITED STATES TRADEMARKS

WHEREAS, SOCIÉTÉ DES PRODUITS NESTLÉ S.A., a corporation organized under the laws of Switzerland ("ASSIGNOR"), is the sole and exclusive owner of certain trademarks which are the subject of the United States trademark registrations listed on Schedule A, attached hereto;

WHEREAS, SARAMAR, LLC, a Delaware limited liability company whose address is Three First National Plaza, Chicago, Illinois 60602-4260 ("ASSIGNEE"), is desirous of acquiring from ASSIGNOR all right, title, and interest in and to the trademarks and the trademark registrations listed on Schedule A, attached hereto; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby sells, assigns, transfers and sets over to ASSIGNEE, its successors and assigns, the entire right, title and interest in and to the aforesaid trademarks and the trademark registrations listed on Schedule A, attached hereto, together with the goodwill of the business connected with the use of and symbolized by said trademarks throughout the world in perpetuity, and all causes of action by reason of any past, present or future infringement, dilution or unfair competition of said trademarks, with the right to sue for and collect damages.

(Signature page(s) to follow)

IN WITNESS WHEREOF, ASSIGNOR and ASSIGNEE have hereby caused this Assignment of United States Trademarks to be executed by their duly authorized officers.

SOCIÉTÉ DES PRODUITS NESTLÉ S.A.

By: _____

C.A. HUGUENIN

Title: Vice-President

Légalisation No 2'832.-

Le notaire JEAN-DANIEL RUMPF, à Vevey, Canton de Vaud, Suisse, certifie authentique la signature apposée ci-dessus par M. Charles HUGUENIN, directeur-adjoint de la Société des Produits Nestlé S.A. à Vevey, qu'il engage valablement par sa signature individuelle.

VEVEY, le PREMIER DECEMBRE MIL NEUF CENT NONANTE-NEUF.



J.D. Rumpf

APOSTILLÉ
(Convention de La Haye du 5 octobre 1961)

1. Pays: SUISSE

Le présent acte public

2. a été signé par Jean-Daniel RUMPF

3. agissant en qualité de notaire à Vevey

4. est revêtu du sceau/timbre de J.-D. RUMPF
notaire

Attesté

5. à Lausanne 6. le 2 décembre 1999

7. par la Chancellerie d'Etat du Canton de Vaud

8. sous No 8636

9. Sceau/Nombre:

10. Signature

pr le Chancelier d'Etat:

G. Bouthiaux

G Bouthiaux

Emplacement: Fr. 25.-

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TRADEMARK

RECORDED: 12/20/1999

REEL: 002005 FRAME: 0892