

02/07/00

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

03-07-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101282978
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

Merger

Change of Name

Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

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)
City State/Country Zip Code

Individual General Partnership Limited Partnership Association

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 Assignment.)

03/06/2000 DCDATES 00000200 1949756

FOR OFFICE USE ONLY

01 FC:481
02 FC:482
(40.00 OP
375.00 OP)

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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: 002030 FRAME: 0554

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

206-628-7655

Name

Jane Eckels

Address (line 1)

Davis Wright Tremaine LLP

Address (line 2)

2600 Century Square

Address (line 3)

1501 Fourth Avenue

Address (line 4)

Seattle, WA 98101-1688

Pages

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

#

4

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

1696276	1925665	1947742
1871479	1925617	1949755
1895223	1946130	1949757

Number of Properties

Enter the total number of properties involved.

#

16

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

415.00

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:

#

040258

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.

Jane Eckels

Name of Person Signing



Signature

2/1/2000

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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/AK/A/T/A

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Registration Number(s)

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1949756	<input type="text"/>	<input type="text"/>
1952042	<input type="text"/>	<input type="text"/>
1952006	<input type="text"/>	<input type="text"/>
1969471	<input type="text"/>	<input type="text"/>
1980559	<input type="text"/>	<input type="text"/>
2116356	<input type="text"/>	<input type="text"/>
2116355	<input type="text"/>	<input type="text"/>

ASSIGNMENT OF INTELLECTUAL PROPERTY

WHEREAS, Buckeye Beans & Herbs, Inc., a Washington corporation whose address is P.O. Box 28201, Spokane, Washington 99228 ("Assignor") is the owner of certain trademarks, trade names, tangible assets and related intellectual property, described more fully in Attachment 1, which is incorporated herein by reference (collectively, the "Intellectual Property");

WHEREAS, Assignor entered into bankruptcy and, at a court-ordered public auction, the Trustee in Bankruptcy offered for sale said Intellectual Property;

WHEREAS, Frederick's Fine Chocolates, Inc., a Washington corporation whose address is 19016 72nd Avenue South, Kent, Washington 98032 (the "Assignee"), acquired the Intellectual Property at such public auction; on an "as is" basis and without warranty of any kind from the Trustee;

EEJ

WHEREAS, the purpose of this document is to confirm and memorialize that transfer;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign to Assignee ^{all} right, title and interest in and to the Intellectual Property, together with the goodwill of the business symbolized thereby.

EEJ

Effective Date: July 20, 1999

BUCKEYE BEANS & HERBS, INC.

Anthony E. Grabicki
Anthony E. Grabicki
Trustee in Bankruptcy

Date: 12-29-99

Acknowledged by:
Frederick's Fine Chocolates, Inc.

**without warranty and on an "as is - where is" basis

EEJ

By: *D. Taylor*
Name: DAVID TAYLOR
Title: PRESIDENT
Date: 1-10-00

ATTACHMENT 1

INTELLECTUAL PROPERTY

The Intellectual Property shall consist of the following:

I. Trademarks. Any and all of Assignor's right, title and interest in and to the following trademarks, including any and all registrations or pending applications on file or filed within the United States Patent and Trademark Office or in any registration office in any foreign or state jurisdiction, together with the goodwill of the business symbolized thereby:

BUCKEYE BEANS & HERBS

Soups: BUCKEYE BEAN SOUP, BLACK BEAN CHILI, WHITE CHICKEN CHILI, BLACK BEAN SOUP, BEEF-ED UP BARLEY SOUP, BRAVADO TOMATO SOUP, VEGGIE BEAN SOUP, SERIOUS PRIME CUT CHILI, COUNTRY SPLIT PEA SOUP, BAJA COAST CHILI, PORTABELLA WILD RICE SOUP, SMOKIN CHIPOSTLE CHILI, BRIAN PUB BEAN SOUP, PASTA E FAGIOLI SOUP, CHICK N RICE, HOLIDAY WILD RICE CASSEROLE, WINTER MAGIC CHILI, CHICKEN AND THYME, WINTER MAGIC WILD RICE SOUP, RIP ROAR N LENTIL CHILI, BUCKEYE RANCH CHILI, GREAT LEAP N LENTIL SOUP, HOLIDAY TURKEY SOUP, CLASSY CHICKEN NOODLE SOUP, CHRISTMAS TREE SOUP, WINTER MAGIC PASTA SOUP, HARVEST VEGETABLE PASTA SOUP, HEAVENLY ANGEL SOUP, HOLIDAY HEART & HOME PASTA SOUP, GARDEN WISE VEGETABLE PASTA

Seasoning Mixes: KITCHEN QUICKIES: QUICK PASTA, SOUP, PRESTO PESTO SALAD, DILLY THYME SALAD, PRONTO, CHILI & FAJITA MIX, GARDEN WISE PESTO HERB, GARDEN WISE DILL THYME

Salads: CHRISTMAS TREE, WINTER MAGIC PASTA, GARDEN, PARTY PASTA, SUNFLOWER PASTA, PESTO PASTA

Breads: HOLIDAY APPLE SPICE MUFFINS, HOLIDAY MORNING COFFEE CAKE, HOLIDAY CRANBERRY MUFFINS, BUCKEYE SOURDOUGH PAN BREAD, BUCKEYE MANY-BRAN MUFFINS, BUCKEYE MULTIBRAN MUFFINS, BUCKEYE BEER BREAD, BUCKEYE CORN BREAD, WINTER MAGIC CORN BREAD, GARDEN WISE HERB BREAD

Pastas: HOLIDAY HEART & HOME PASTA, HOLIDAY ORZO ENTRÉE, CHRISTMAS TREES & TOYS PASTA, SYMPHONY OF ANGELS PASTA, BUCKEYE PASTA, MUSICAL PASTA, FOOTBALL PASTA, AUTUMN LEAF PASTA, VILLAGE CHRISTMAS TREE PASTA, WINTER MAGIC PASTA, AMERICAN FARM PASTA, GARDEN WISE PASTA, WILD IN AMERICA PASTA, HOLE IN ONE PASTA, DOLPHIN & SHELLS PASTA, BASEBALL PASTA, BICYCLE PASTA, LOUIE THE CRAB PASTA, SUNFLOWER PASTA, HALLOWEEN PASTA, ALL AMERICAN PASTA, VINEYARD PASTA, OCEAN ODYSSEY PASTA, HEART TO HEART PASTA, HARD ROCK HOTEL PASTA, HEARTS FOR TWO PASTA, HEAD START HEARTY PASTA, FUNNY-BUNNY PASTA

II. Registrations.

Any and all of Assignor's right, title and interest in and to the following registrations on file with the United States Patent and Trademark Office, together with any and all of Assignor's right, title and interest in and to the underlying trademarks:

MARK	REGISTRATION NO.	DATE OF REGISTRATION
BUCKEYE BEANS & HERBS	1,696,276	June 23, 1992
TREE-MENDOUS CHRISTMAS	1,871,479	January 3, 1995
FUNNY BUNNY PASTA	1,895,223	May 23, 1995
GAME TIME PASTA	1,925,665	October 10, 1995
TOUCHDOWN PASTA	1,925,617	October 10, 1995
BASEBALL PASTA	1,946,130	January 2, 1996
SPORTS BALL	1,947,742	January 9, 1996
CHRISTMAS TREE	1,949,755	January 16, 1996
PASTA TREES	1,949,757	January 16, 1996
STARRY	1,949,756	January 16, 1996
Design (Bicycle)	1,952,042	January 23, 1996
FOOTBALL PASTA	1,952,006	January 23, 1996
HOME RUN	1,969,471	April 23, 1996
EXTRA INNINGS	1,980,559	June 18, 1996
HOLIDAY HEART & HOME	2,116,356	November 25, 1997
SYMPHONY OF ANGELS	2,116,355	November 25, 1997

III. Tangible Assets. All tangible assets delivered to Assignee in connection with the auction sale of the Trademarks and Registrations, including without limitation recipes, artwork, promotional materials and certificates of registration related to the Trademarks, and which are owned by Assignor.

IV. The Intellectual Property shall also include:

A. Any and all copyrights, renewals and extensions thereof, which pertain to or in the Trademarks, Registrations or Tangible Assets, and which are owned by Assignor, including any and all registrations and pending applications on file or filed with the United States Copyright Office or in any registration office in any foreign jurisdiction.

B. Any and all trade secrets and rights under any confidentiality, invention or other intellectual professional assignment or ownership agreements with Assignor or independent contractors that relate to the Trademarks, Registrations or Tangible Assets and which are owned by Assignor.



cc: Stuart Dunwoody (w/Encls.)
Dave Taylor (w/Encls.)