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RE

03-27-2000

Docket No.:

12925.0006

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Tab settings

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To the Honorable Commissioner of Patents and Trademarks

Enclosed are the attached original documents or copy thereof.

1. Name of conveying party(ies):

Millbrook Distribution Services Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

- Association
- Limited Partnership

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

2. Name and address of receiving party(ies):

Name: The B. Manischewitz Company, LLC

Internal Address:

Street Address: One Manischewitz Plaza

City: Jersey City State: NJ ZIP: 07302

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware limited liability company
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document from Additional name(s) & address(es) Yes No

3. Nature of conveyance:

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

Execution Date: January 31, 2000

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

A. Trademark Application No.(s)

75/702,944 75/702,947
75/702,945
75/702,946

B. Trademark Registration No.(s)

156,864
191,473
282,739

Additional numbers

Yes No

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

Name: Karl M. Zielaznicki, Esq.

Internal Address: Parker Chapin LLP

Street Address: 405 Lexington Avenue

City: New York State: NY ZIP: 10174

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

7

7. Total fee (37 CFR 3.41):.....\$ \$190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

500-672

03/28/2000 DCDATES 00000114 75702944

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 DP
150.00 DP

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.

Karl M. Zielaznicki, Esq.

Name of Person Signing

Signature

February 16, 2000

Date

Total number of pages including cover sheet, attachments, and

4

TRADEMARK

REEL: 002039 FRAME: 0655

I hereby certify that this correspondence is being deposited
with the United States Postal Service as first class mail
in an envelope addressed: Commissioner of Patents & Trademarks,
BOX ASSIGNMENTS, Washington, D.C. 20231, on
February 16, 2000 Date of Deposit

Karl M. Zielaznicki

Attorney

Signature

February 16, 2000

Date of Signature

WORLDWIDE TRADEMARK ASSIGNMENT

WHEREAS, Millbrook Distribution Services Inc., a Delaware corporation (the "Assignor"), has adopted, used and is using certain trademarks, and is the owner of the related applications and registrations therefor as set forth on Schedule A hereto, (collectively, the "Trademarks"); and

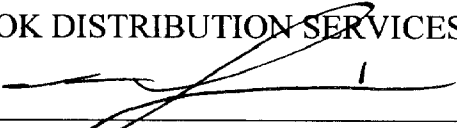
WHEREAS, The B. Manischewitz Company, LLC, a Delaware limited liability company (the "Assignee"), is desirous of acquiring all of the Assignor's right, title and interest in and to all of the Trademarks, including, without limitation, any registrations and applications thereof, in all countries of the world including the United States of America and its territories and possessions.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby sells, assigns, transfers and conveys to the Assignee, its successors and assigns, all of the Assignor's right, title and interest in and to all of the Trademarks, including, without limitation, any applications and registrations therefor, together with the goodwill of the business symbolized by the Trademarks being assigned, in all countries of the world including the United States, its territories and possessions, all causes of action for any and all past infringements of the rights being assigned and the right to collect and retain any proceeds therefrom.

The Assignor expressly agrees to execute, acknowledge and deliver, such documents and other instruments as may be requested by the Assignee to evidence or effectuate the sale, assignment, transfer, conveyance and delivery of the Trademarks to the Assignee.

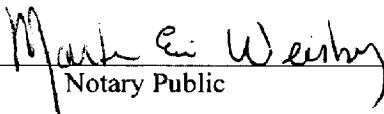
IN WITNESS WHEREOF, the Assignor has caused this Assignment to be executed as of this 31st day of January, 2000.

MILLBROOK DISTRIBUTION SERVICES INC.

By: 
Name: Richard A. Bernstein
Title: Chairman

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On the 31st day of January in the year 2000 before me Martin E. Weisberg personally came Richard A. Bernstein to me known, who, by me duly sworn, did depose and say that deponent is the Chairman of MILLBROOK DISTRIBUTION SERVICES INC., the corporation described in, and which executed the foregoing WORLDWIDE TRADEMARK ASSIGNMENT, that deponent signed deponent's name to the foregoing WORLDWIDE TRADEMARK ASSIGNMENT by order of said corporation.


Notary Public
MARTIN E. WEISBERG
Notary Public, State of New York
No. 02WE5068823
Qualified in New York County
Commission Expires Nov. 12, 2000

SCHEDULE A

1. U.S. Trademark Registrations

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
SEASON logo	156,864	July 18, 1922
GOLD BOAT logo	191,473	November 11, 1924
SEASON logo	282,739	April 28, 1931

2. U.S. Trademark Applications

<u>Mark</u>	<u>Appl. No.</u>	<u>Filing Date</u>
SEASON KOSHER SELECT	75/702,944	May 13, 1999
GOLD BOAT	75/702,945	May 13, 1999
ATLANTIC GOURMET	75/702,946	May 13, 1999
MOADIM	75/702,947	May 13, 1999