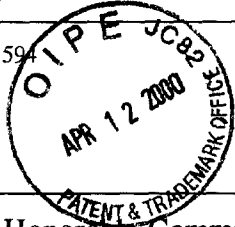


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FORM PTO-1594
(Rev. 6/93)



05-02-2000

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECC



101342064

Attorney's Docket No. 030822-037

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Bush Brothers, L.P.

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

Other: _____

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Other: _____

Execution Date: November 16, 1999

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

Name: BBI, Inc.

Address: 300 Delaware Ave., Suite 900
Wilmington, Delaware 19801

- 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 number(s):

A. Trademark Application No.(s)

75/677,336

05/01/2000 JSHABAZZ 00000240 75677336

01 FC:481

40.00 OP Additional numbers attached? Yes No

B. Trademark Registration No.(s)

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

Name: B. Parker Livingston, Jr.

Address: BURNS, DOANE, SWECKER & MATHIS, L.L.P.

P.O. Box 1404

Alexandria, Virginia 22313-1404

6. Total number of applications and registrations involved: 1

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

- Enclosed
- Authorized to be charged to deposit account, if necessary

8. Deposit account number:

02-4800

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.

B. Parker Livingston, Jr.
Name of Person Signing

Signature

April 11, 2000
Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002063 FRAME: 0682

ASSIGNMENT

WHEREAS, Bush Brothers, L.P., a limited partnership organized and existing under the laws of Tennessee and having a place of business at 1016 East Weisgarber Road, Third Floor, Knoxville, Tennessee 37909 (hereinafter "ASSIGNOR"), is the owner of the trademark **OUR SECRET FAMILY RECIPE IS COOKED INTO EVERY BEAN** and the U.S. Trademark Application Serial No. 75/677,336 for the mark **OUR SECRET FAMILY RECIPE IS COOKED INTO EVERY BEAN**; and

WHEREAS, BBI, Inc., a corporation organized and existing under the laws of Delaware, having a place of business at 300 Delaware Ave., Suite 900, Wilmington, Delaware 19801 (hereinafter "ASSIGNEE"), is desirous of acquiring the aforesaid trademark and the U.S. Trademark Application Serial No. 75/677, 336 for the mark **OUR SECRET FAMILY RECIPE IS COOKED INTO EVERY BEAN**, together with the business of the Assignor to which said mark and the U.S. Trademark Application Serial No. 75/677, 336 for the mark **OUR SECRET FAMILY RECIPE IS COOKED INTO EVERY BEAN** pertain.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR does hereby assign unto ASSIGNEE all rights, title and interest in and to the aforesaid trademark and the U.S. Trademark Application Serial No. 75/677, 336 for the mark **OUR SECRET FAMILY RECIPE IS COOKED INTO EVERY BEAN** together with the business of the Assignor to which the said mark and the U.S. Trademark Application Serial No. 75/677, 336 for the mark **OUR SECRET FAMILY RECIPE IS COOKED INTO EVERY BEAN** pertain.

ASSIGNOR further assigns to ASSIGNEE all right to sue for and receive all damages accruing from past infringements of the trademark herein assigned.

This Assignment shall be binding upon the parties, their successor and/or assigns and all others acting by through, with or under their direction, and those in privity therewith.

Bush Brothers, L.P.
By John M. Porter
Name JOHN M. PORTER*
Title Vice PRESIDENT
Date Nov. 16 1999

* This officer of Bush Brothers, L.P. is also the V.P. General Counsel of Bush
(Title)

Brothers & Company (a Tennessee corporation), the general partner of Bush Brothers, L.P. and is therefore authorized to execute this document on behalf of the assignor.