

05-02-2000

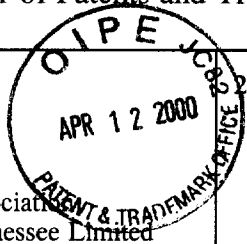


IEET

101342070

Attorney's Docket No. 030822-041

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)

see exhibit A attached

B. Trademark Registration No.(s)

see exhibit A attached

Additional numbers attached? Yes No

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: 32

7. Total fee (37 CFR 3.41): \$ 815.00

Enclosed

Authorized to be charged to deposit account, if necessary

8. Deposit account number:

02-4800

05/01/2000 JSHABAZZ 00000262 977825
01 FC:481 40.00 OP
02 FC:482 775.00 OP

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]
Signature

April 11, 2000
Date

Total number of pages including cover sheet, attachments, and document: 41

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: 0704

EXHIBIT A**U.S. Trademark Registrations**

Trademark	Registration No.
B Stylized	977,825
BUSH'S	1,113,725
BUSH'S BEST	520,028
BUSH'S BEST COUNTRY RECIPE Stylized	1,616,897
DUBON	851,149
DUBON Stylized	295,013
DUBON Stylized	382,065
ENGLISH MT.	1,195,307
S BUSH'S SHOWBOAT Stylized	1,035,452
S BUSH'S SHOWBOAT Stylized	1,043,072
ARKANSAS' FINEST	851,234
BEAN POT	925,203
BUSH'S CAMPFIRE	1,120,632
BUSH'S FANCI-PAK	1,182,331
BUSH'S FIRESIDE	1,116,916
CLINCH RIVER	1,198,133
SAILOR MAN	834,078
SHIOCTON	1,273,744
SOUTHERN GEM	676,424
WISCONSIN'S FINEST	851,233
BUSH'S CHILI MAGIC REGIONAL FAVORITES	2,152,870
BUSH'S CHILI MAGIC REGIONAL FAVORITES and Design	2,160,817

U.S. Trademark Registrations

Trademark	Registration No.
Miscellaneous Design (Chili Magic)	2,160,821
CHILI MAGIC	2,149,674
CHILI MAGIC	2,151,251
CHILI MAGIC REGIONAL FAVORITES	2,137,769
S SHOWBOAT and Design	2,151,718
BUSH'S CHILI MAGIC. CREATED BY CHILI LOVERS, FOR CHILI LOVERS!	2,264,324

U.S. Trademark Applications

Trademark	Serial No.
BUSH'S SAVORY SIDES	75/215,406
BUSH'S SIDE SENSATIONS	75/176,227
COOL COMBOS	75/244,874
BUSH'S BEST	75/709,082

ASSIGNMENT

WHEREAS, Bush Brothers, L.P., a limited partnership organized under the laws of Tennessee, located and doing business at 1016 East Weisgarber Road, Third Floor, Knoxville, Tennessee 37909 (hereinafter "Assignor") is the owner of the U.S. Trademark Registrations and Applications described in the attached document labeled "Exhibit A"; and

WHEREAS, BBI, Inc., a corporation organized under the laws of Delaware, located and doing business at 300 Delaware Ave., Suite 900, Wilmington, Delaware 19801, (hereinafter "Assignee")

WHEREAS, Assignor is desirous of assigning and Assignee desires to acquire the entire right, title, and interest in and to the U.S. Trademark Registrations and Applications described in the attached document labeled "Exhibit A";

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee, its entire right, title, interest in and to the U.S. Trademark Registrations and Applications described in the attached document labeled "Exhibit A" and the goodwill of the business connected with these trademarks, the same to be held and enjoyed by Assignee, its successors, assigns and other legal representatives.

This Assignment shall be binding upon the parties, their successors and/or assigns and all others acting by, through, with or under their direction, and all 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.

EXHIBIT A

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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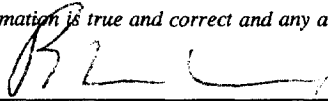
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RECORDED: 04/12/2000

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