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06-22-2000

05-25-2000



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Tab U.S. Patent & TMO/TM Mail Ropt Dt. #61

To the Honorable Commissioner of Patents a

original documents or copy thereof.

1. Name of conveying party(ies):

Richardson Foods Corporation

MRD  
5-25-00

- Individual(s)
- General Partnership
- Corporation-State New York
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: December 31, 1997

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

Name: Tri-Star Industries, Inc.

Internal Address: Suite 205

Street Address: 4440 West Lincoln Highway

City: Matteson State: IL ZIP: 60443

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Illinois
- 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)

B. Trademark registration No.(s)

See Exhibit A

Additional numbers attached?  Yes  No

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

Name: Lisa K. Liou

Internal Address: Katten Muchin Zavis

Suite 1600

Street Address: 525 West Monroe Street

City: Chicago State: IL ZIP: 60661

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

13

7. Total fee (37 CFR 3.41):..... \$ 340.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

06/22/2000 DNGUYEN 00000041 1354473

DO NOT USE THIS SPACE

01 FC:481  
02 FC:482

40.00 OP  
300.00 OP

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.

Deborah Wieg  
Name of Person Signing

[Signature]  
Signature

5/25/00  
Date

Total number of pages comprising cover sheet:

1

# EXHIBIT A

<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>
MRS. RICHARDSON'S	1354473	August 13, 1985
MRS. RICHARDSON'S	1718489	September 22, 1992
MRS. RICHARDSON'S	1584961	February 27, 1990
NANCE'S	905950	January 12, 1971
NANCE'S	1668695	December 17, 1991
RICHARDSON (STYLIZED)	541265	April 24, 1951
RICHARDSON (STYLIZED)	502903	October 12, 1948
RICHARDSON (STYLIZED)	502904	October 12, 1948
RICHARDSON (STYLIZED)	516388	October 18, 1949
RICHARDSON (STYLIZED)	1374079	December 3, 1985
RICHARDSON FOODS CORPORATION	1359404	September 10, 1985
SINGLE SUNDAE SIZE AND DESIGN	1517333	December 20, 1988
VALUE RICH	1888719	April 11, 1995

## ASSIGNMENT OF UNITED STATES TRADEMARKS

THIS ASSIGNMENT, dated as of December 31, 1997 (the "Assignment"), is made by Richardson Foods Corporation, a New York corporation ("Assignor") to Tri-Star Industries, Inc., an Illinois corporation ("Assignee").

WHEREAS, Assignor, The Quaker Oats Company and Assignee are parties to a certain Asset Purchase and Sale Agreement, dated as of September 26, 1997, as amended (the "Purchase Agreement");

WHEREAS, Assignor has adopted, and is using those United States trademarks set forth on Exhibit A to this Assignment (the "Trademarks");

WHEREAS, Assignor has agreed pursuant to the Purchase Agreement to sell, assign, transfer and convey to Assignee all of Assignor's right, title and interest in and to the Trademarks (and all extensions and renewals of the registrations thereof) and the goodwill associated with the Trademarks; and

WHEREAS, all capitalized terms used without definition herein shall have the meaning specified in the Purchase Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Assignor hereby takes the following actions and makes the following agreement:

1. Assignor hereby sells, assigns, transfers and conveys to Assignee, Assignor's entire right, title and interest in and to the Trademarks (and all extensions and renewals of the registrations thereof) and the goodwill associated with the use of and symbolized by the Trademarks. Further, Assignor hereby assigns, transfers and sets over unto Assignee Assignor's rights, if any, to sue for and to collect damages, profits and other relief for any past infringement of the Trademarks.

EXCEPT AS SET FORTH IN THE PURCHASE AGREEMENT, AND SUBJECT TO THE LIMITATIONS THEREIN, ASSIGNOR MAKES NO REPRESENTATIONS OR WARRANTIES WHATSOEVER, EITHER EXPRESSED OR IMPLIED, WITH RESPECT TO THE TRADEMARKS.

2. At the request of Assignee, Assignor shall execute and deliver to Assignee any and all additional documents as Assignee may reasonably require to vest title to the Trademarks in Assignee and/or to carry out the intent of this Assignment.



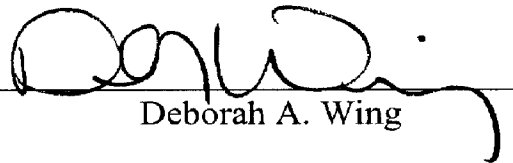
"Express Mail" mailing label number: EK560289019US

Date of Deposit: May 25, 2000

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513.

May 25, 2000

Date

  
Deborah A. Wing

270035

TRADEMARK  
REEL: 002090 FRAME: 0849

05-25-2000

U.S. Patent &amp; TMO/TM Mail Rept Dt. #61

Chicago  
Los Angeles  
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Washington, DC525 West Monroe Street  
Suite 1600  
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www.kmz.comWriter's Direct Numbers  
312 577 8408  
312 577 8994 (FAX)  
deborah.wing  
@KMZ.com

May 25, 2000

**VIA EXPRESS MAIL**Box ASSIGNMENT, FEE  
Assistant Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, VA 22202-3513Re: MRS. RICHARDSON'S; Registration No. 1,354,473  
MRS. RICHARDSON'S; Registration No. 1,718,489  
MRS. RICHARDSON'S; Registration No. 1,584,961  
NANCE'S; Registration No. 905,950  
NANCE'S; Registration No. 1,668,695  
RICHARDSON (STYLIZED); Registration No. 541,265  
RICHARDSON (STYLIZED); Registration No. 502,903  
RICHARDSON (STYLIZED); Registration No. 502,904  
RICHARDSON (STYLIZED); Registration No. 516,388  
RICHARDSON (STYLIZED); Registration No. 1,374,079  
RICHARDSON FOODS CORPORATION; Registration No. 1,359,404  
SINGLE SUNDAE SIZE AND DESIGN; Registration No. 1,517,333  
VALUE RICH; Registration No. 1,888,719  
Assignment from Richardson Foods Corporation to Tri-Star Industries, Inc.

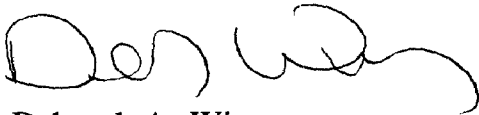
Dear Sir:

Enclosed is an Assignment for the above-referenced trademark registrations which assigns all right, title and interest to the above-referenced registrations from Richardson Foods Corporation to Tri-Star Industries, Inc. Additionally, I enclose a check for \$340.00 to cover the filing fees.

Assistant Commission for Trademarks  
May 25, 2000  
Page 2

Kindly inform us as soon as reel/frame numbers have been issued for the assignments. If you have any questions, please do not hesitate to contact me.

Respectfully submitted,



Deborah A. Wing  
Legal Assistant

DAW:clp:20685287

Enclosures

cc: Peter Klein  
Kevin Slaughter, Esq.  
Lisa Liou, Esq.