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U.S. Patent & TMO/TM Mail Rpt D



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To the Hon. Commissioner of Patents and
Please record the attached original or copy thereof

Client/Matter No. 18772/11

1- Name of Conveying Party(ies): Delicious Brands, Inc., a Delaware corporation.

2- Name of Receiving Party(ies): BF USB Inc.,
Address of Receiving Party(ies): 32 Lookerman Square, Suite L-100
Dover, Delaware 19901

- Individual citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation State of 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)

3- Nature of Conveyance:
 Assignment Change of Name Merger
 Security Agreement Other: _____

EXECUTION DATE: June 1, 2000

4- Application number(s) or Registration number(s):
**See Attached SCHEDULE A OF UNITED STATES TRADEMARK REGISTRATIONS ASSIGNED FROM
DELICIOUS BRANDS INC., TO BF USB INC.,**


A) Application number(s): B) Registration number(s):

5- Name and Address of party to whom
correspondence concerning document
should be mailed:
Sheldon R. Pontaoe
Oppenheimer Wolff & Donnelly, LLP
The Chrysler East Building
666 Third Avenue, Suite 1900
New York, New York 10017-4011
(212) 884-4500
Facsimile: (212) 884-4600

6- Total number of applications and/or registrations
involved: 55

07/13/2000 DNGUYEN 00000361 150630 0922608

01 FC:481 40.00 CH
02 FC:482 1350.00 CH

	<p>7- TOTAL FEE (37 CFR 3.41): \$ 1,390.00</p> <p><input type="checkbox"/> Enclosed (The Commissioner is hereby authorized to charge the deposit account any additional fees required or to credit any overpayment to Deposit Account No: 15-0630.)</p> <p><input checked="" type="checkbox"/> Authorized to be charged to Deposit Account</p>
	<p>8- Deposit Account No: 15-0630 (Attach duplicate copy of this page if paying by deposit account)</p>
<p>DO NOT USE THIS SPACE</p>	
<p>9- Statement and Signature</p> <p>Sheldon R. Pontaoe Name of Person Signing</p>	<p>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.</p> <p> Signature</p> <p>June 7, 2000 Date</p>
<p>Total number of pages including cover sheet, attachments, and documents: 8</p>	

SCHEDULE A

Page 1 of 2

Trademark	U.S. Trademark Registration Number
Angel Cake	0922608
Bananaramas	1866524
Brands You Trust...Cookies You Love!	1929849
Burry's Cheez*Traws	0809349
Coco Chip Rings	1849725
Cookie Legends	1867742
Crispystix	2211961
Delicious	1582820
Delicious and Design	1400783
Devilmint (Stylized)	0434589
Double Cremes	2283711
Dream Creams	1868948
Fiddle Flakes	0810843
Frackers	1612252
Frisps	1859230
Frookaroons	1949533
Frookie	1555978
Frookies	1520007
Frookitas	1853242
Frook Wheats	1809421
Frookwich	1754579
Fruitins	1618960
Fruitons	1648257
Fudge Town	0808624
Funky Monkeys	1742432
Lemon Punch	0836408
Lemon Rings	1849727
Lickity Splits	0845572
Lickity Splits	0865885

SCHEDULE A

Trademark	U.S. Trademark Registration Number
Mama's	2106597
Mama'a (Stylized)	0439154
Mama's Design	2132678
Oatmeal Raisin Rings	1849728
One Pounder	2322621
Orange Punch	0836407
Pink Punch	0841713
Polar Pops	1832367
Regency	1640703
Royal	0652140
Royales	1795175
R.W. Frookie	1561226
Salerno	2071628
Salerno and Banner Design	2187261
Salerno and Design	1188855
Salerno and Design	1179423
Salerno (Stylized)	0607363
Santa's Favorites	2263790
Scooter Pie	0834843
Scooter-Puffs	0858047
Slapstix	0810508
Sugar Rings	1849726
The Chip That Loves to Dip	2046396
The Good For You Cookie	1546643
Two Pounder	2085100
We're More Than Bakers. We're Business Makers.	1218575

ASSIGNMENT

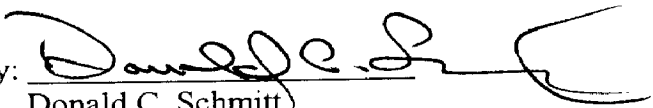
WHEREAS, Delicious Brands, Inc., a Delaware corporation having its principal place of business at 2070 Maple Street, Des Plaines, Illinois 60018 (the "Assignor"), has adopted, has used and is using the trademarks listed on Schedule A attached hereto, and owns the registrations thereof in the United States Patent and Trademark Office, listed on said Schedule A; and

WHEREAS, BF USB Inc., a Delaware corporation having its registered office at 32 Loockerman Square, Suite L-100, Dover, Delaware, 19901 (the "Assignee"), is desirous of acquiring the said trademarks and the said registrations;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign unto Assignee all right, title and interest in and to the said trademarks, together with the goodwill of the business symbolized by each of the said trademarks, and the said registrations thereof.

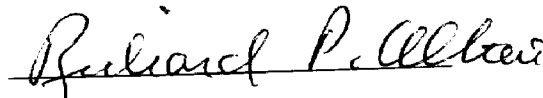
Dated: June 1, 2000

DELICIOUS BRANDS, INC.

By: 
Donald C. Schmitt,
Chairman

STATE OF New York)
) ss.:
COUNTY OF New York)

On the 1st day of June, 2000, before me personally came Donald C. Schmitt, who, being duly sworn, did depose and say that he is the Chairman of Delicious Brands, Inc., a corporation described in and which signed the foregoing Assignment, and that he signed said Assignment on behalf of said corporation with full authority to do so.


NOTARY PUBLIC

RICHARD P. ALTIERI
Notary Public, State of New York
No. 60-4913770
Qualified in Westchester County
Commission Expires 9 2001

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