

FORM PTO-1594
1-31-92

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies): J.W. Allen & Co.

- Individual(s)
 - General Partnership
 - Corporation-State - Illinois
 - Other _____
- Additional name(s) of conveying party(ies) attached? Yes No

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

Name: Rich Products Corporation
 Street Address: 1150 Niagara Street
Buffalo, New York 14213

- 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

3. Nature of conveyance:

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

Execution Date: September 19, 2000

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)
1,615,911

Additional numbers attached? Yes No

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

Name: Anne F. Downey
 Internal Address: Downey & Downey

 Street Address: 8999 Rockwood Road

 City: Boston State: NY ZIP: 14025

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

8. Deposit account number:

501511

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

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.

Anne F. Downey
 Name of Person Signing

Anne F. Downey
 Signature

3-22-01
 Date

Total number of pages including cover sheet, attachments, and document: 5

OMB No.: 0651-0011

TRADEMARK

700004488

REEL: 002212 FRAME: 0287

ASSIGNMENT OF INTELLECTUAL PROPERTIES

THIS ASSIGNMENT dated as of September 19, 2000 given by **J.W. ALLEN & CO.**, an Illinois corporation having its principal place of business at 555 Allendale Drive, Wheeling, Illinois 60090 ("Assignor"), to **RICH PRODUCTS CORPORATION**, a Delaware corporation having its principal place of business at 1150 Niagara Street, Buffalo, New York 14213 ("Assignee").

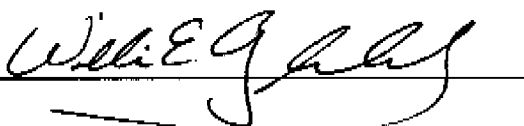
WHEREAS, Assignor is transferring substantially all of its assets to Assignee; and

WHEREAS, said assets include all intellectual properties of Assignor;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, transfers and assigns unto Assignee all of its right, title and interest in and to the following assets: all of Assignor's intellectual properties (the "Intellectual Properties"), including without limitation the trademarks listed on Exhibit A hereto ("Trademarks"), together with the goodwill of Assignor's business in connection with which the Trademarks are used and which is symbolized by the Trademarks, and the right to sue for past, present or future infringements of any of the Intellectual Properties and to recover damages and other amounts related thereto.

TO HAVE AND TO HOLD the same unto the said Assignee, its successors and assigns, forever.

J.W. ALLEN & CO.

By: 

William E. Grieshöber, Assistant Secretary

EXHIBIT A

Trademarks

ALLEN (and design)

Reg. No. 1,226,799

Reg. Date: 2-8-83

ALLEN (and design)

Reg. No. 1,224,481

Reg. Date: 1-18-83

ALLENDALE

Reg. No. 1,226,798

Reg. Date: 2-8-83

ALLEN'S

Reg. No. 2,142,931

Reg. Date: 3-10-98

BAG-EEZ

Reg. No. 924378

Reg. Date: 11-23-71

CINN-SATIONAL

Reg. No. 1,551,166

Reg. Date: 8-8-89

DEC-N-ICE

Reg. No. 1,464,771

Reg. Date: 11-10-87

E-Z SCHMEER

Reg. No. 1,228,653

Reg. Date: 2-22-83

E-Z-USE

Reg. No. 1,250,592

Reg. Date: 9-6-83

FEATHERFLUFF

Reg. No. 1,235,386

Reg. Date: 4-19-83

FRESHLY YOURS

Reg. No. 1,653,350

Reg. Date: 8-6-91

HOME BAKING

Reg. No. 2,149,833

Reg. Date: 4-7-98

LOV-N-MOIST

Reg. No. 1,615,911

Reg. Date: 10-2-90

MAXI-BAKE

Reg. No. 1,374,994

Reg. Date: 12-10-85

MIX FOR PROFIT

Reg. No. 1,374,308

Reg. Date: 12-3-85

MIX-N-BAKE

Reg. No. 917,416

Reg. Date: 7-27-71

MIX-N-ICE

Reg. No. 1,751,990

Reg. Date: 2-9-93

PERFECT FINISH

Reg. No. 2,018,257

Reg. Date: 11-19-96

PERFORMER

Reg. No. 1,634,285

Reg. Date: 2-5-91

SENSIBLE CHOICE

Reg. No. 1,741,527

Reg. Date: 12-22-92

SENSIBLE CHOICE

Reg. No. 1892295

Reg. Date: 5-02-95

SUCCESS

Reg. No. 1,648,273

Reg. Date: 6-18-91

TENDER-DO

Reg 1,251,254

Reg. Date: 9-13-83

WONDER WHIP

Reg. No. 2,200,008

Reg. Date: 10-27-98

FUNSTUFF (and design)

App. 75/635903

Filed: 2-8-99