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TRADI



COVER SHEET

101582652

To the Assistant Commissioner

Attached original document or copy thereof.

1. Name of conveying party(ies):

Commerce Bank, N.A.

Type of Entity: Corporation of Missouri

Additional names(s) of conveying party(ies) attached? No

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

Supreme Chocolatier LLC
1150 South Avenue,
Staten Island, New York 10314

Type of Entity: Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: | --- |

Additional name(s) & address(es) attached? No

3. Nature of Conveyance:

Assignment

Execution Date: December 18, 2000

4.A. Trademark Application No(s):

B. Trademark Registration No(s)

1,786,910
1,479,831
881,353

Additional numbers attached? No



12-26-2000

U.S. Patent & TMO/TM Mail Rcpt Dt. #47

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

OSTROLENK, FABER, GERB & SOFFEN, LLP
1180 Avenue of the Americas
New York, New York 10036-8403

6. Total number of documents involved: 1

7. Total fee (37 CFR 3.41): \$ 90.00

Enclosed as part of Check No. 002635

In the event the actual fee is greater than the payment submitted or is inadvertently not enclosed or if any additional fee due is not paid, the Patent and Trademark Office is authorized to charge the underpayment to Deposit Account No. 15-0700.

DO NOT USE THIS SPACE

8. 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.

Robert C. Faber

Name of Person Signing

Signature

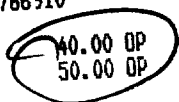
December 21, 2000

Date

Total number of pages including cover sheet, attachments, and document: 4

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02 FC:482



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TRADEMARK
REEL: 002213 FRAME: 0014

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12-26-2000

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ASSIGNMENT

This Assignment is from Commerce Bank, N.A. as Assignor of rights in certain trademarks, to Supreme Chocolatier LLC, a New York limited liability company, having an address at 1150 South Ave., Staten Island, New York 10314, as Assignee.

Whereas, Assignee asserts that Price Candy Company, LLC, a Delaware limited liability company with an address at 8300 N.E. Underground Drive, Pillar 161, Kansas City, Missouri 64161, is shown by the assignment records of the United States Patent and Trademark Office, recorded at Reel 2045, Frame 0802, as the owner of United States trademark registrations identified in the Attachment hereto;

Whereas, Assignor asserted a first priority, perfected security interest against certain assets of Price Candy Company, LLC, which includes the United States trademark registrations identified in the Attachment hereto, the trademarks identified in the registrations and the goodwill of the business pertaining to those trademarks:

Whereas, Assignor asserted that Price Candy Company, LLC defaulted on certain obligations to Assignor and Assignor has foreclosed on certain assets of Price Candy Company, LLC, including the trademark registrations in the Attachment hereto, the trademarks and the goodwill in the business pertaining to the trademarks at a sale (the "Sale") held on August 17, 2000; and

Whereas, Assignee has purchased the aforesaid trademark assets for value at the Sale.

NOW, THEREFORE, the Assignor and the Assignee agree as follows:

1. Assignor, pursuant to the Sale, hereby assigns its entire right, title and interest in and to the United States trademark registrations identified in Attachment A, the

trademarks designated in the registrations and the goodwill of the business
pertaining to those trademarks to the Assignee.

2. Assignor specifically makes no representation, warranty or statement regarding the assets assigned herein, except the statements expressly made herein.
3. Notwithstanding any other statements herein, Assignor represents that it has not and will not assign or otherwise alienate to anyone the trademark assets expressly covered herein.

Dated: December 19, 2000

Commerce Bank, N.A.

By: Gregory Gille
Title: Vice President

Dated: December 18, 2000

Supreme Chocolatier LLC

By: Michael Starnes
Title: PARTNER
V President

ATTACHMENT A

United States trademark registrations and trademarks subject to agreement between
Commerce Bank, N.A. and Supreme Chocolatier LLC.

<u>Trademark</u>	<u>United States Reg. No.</u>
Blum's	1,786,910
The House of Bauer	1,479,831
Bavarian Mints	881,353