

06-08-2001



6-01-01

101744595

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

001 - 1

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- ☒ New
- ☐ Resubmission (Non-Recordation)
Document ID #
- ☐ Correction of PTO Error
Reel # Frame #
- ☐ Corrective Document
Reel # Frame #

Conveyance Type

- ☒ Assignment ☐ License
- ☐ Security Agreement ☐ Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- ☐ Merger
- ☐ Change of Name
- ☐ Other

Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name

Formerly

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association
- ☐ Other
- ☒ Citizenship/State of Incorporation/Organization

Receiving Party

☐ Mark if additional names of conveying parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- ☒ Corporation ☐ Association
- ☐ Other
- ☒ Citizenship/State of Incorporation/Organization

06/07/2001 TDIAZI 00000078 230800 76091083

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

Public burden for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party Only

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address Area Code and Telephone Number

212-310-8442

Name

Amanda Samuel, Esq.

Address (line 1)

WEIL, GOTSHAL & MANGES LLP

Address (line 2)

767 Fifth Avenue

Address (line 3)

New York, New York 10153

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document
including any attachments.

#

7

Trademark Application Number(s) or Registration Number(s)

☐

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

76-091,083

76-091082

Number of Properties

Enter the total number of properties involved

#

2

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

65.00

Method of Payment

Enclosed ☐

Deposit Account

☒

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number

#

23-0800

Authorization to charge additional fees:

Yes

☒

No

☐

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. Charges to deposit account are authorized, as
indicated herein.

Phyllis Eremitaggio

Name of Person Signing

Signature

May 31, 2001

Dated Signed

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT ("Assignment") is made as of this 7th day of May, 2001, by and between CPFOODS.COM, LLC ("Assignor"), a Delaware limited liability corporation, having its principal place of business at 500 Bi-County Boulevard, Suite 400, Farmingdale, New York, 11735, and Colorado Prime Corporation (Assignee"), a Delaware corporation, having its principal place of business at 500 Bi-County Boulevard, Suite 400, Farmingdale, New York, 11735.

WHEREAS, Assignor is the sole and exclusive owner of all right, title, and interest in and to all trademarks, trademark applications, service marks, service mark applications and domain names identified in Schedule A (collectively referred to herein as "Trademarks") and has adopted and used the Trademarks; and

WHEREAS, Assignor hereby irrevocably assigns, transfers, delivers and sets over to Assignee all of Assignor's right, title and interest in and to all of the Trademarks; and

WHEREAS, Assignee is desirous of acquiring all right, title, and interest in and to all of the Trademarks, all goodwill connected with the use thereof, symbolized thereby and associated therewith.

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor and Assignee agree as follows:

1. Assignor hereby sells, assigns, transfers, delivers and sets over to Assignee, its successors and assigns, all of its right, title and interest in and to said Trademarks set forth in Schedule A, and all applications, registrations, and renewals therefor, together with all translations, adoptions, derivations, and combinations thereof, all goodwill symbolized thereby and associated therewith, and with the CPFOODS.Com Business of Assignor to which said Trademarks pertain, which CPFOODS.COM Business is ongoing and existing.

2. Assignor further agrees to execute upon the request of Assignee such additional documents as are reasonably necessary or desirable to continue, secure, defend, register, and otherwise give full effect to and perfect the rights of Assignee under this Assignment in the Trademarks, and all applications, registrations, and renewals therefor, together with all translations, adoptions, derivations, and combinations thereof, identified in Schedule A, in the

the United States and anywhere else in the world where the mark is used, the goodwill symbolized thereby and associated therewith, and the CPFOODS.COM Business of Assignor to which the Trademarks pertain, which CPFOODS.COM Business is ongoing and existing.

3. Assignor hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States, and any other sovereign official holding a corresponding position of authority in any country within which Assignor owns Trademarks or has pending one or more Trademark applications relating to the CPFOODS.COM Business, to issue and to record the title of Assignee as owner of all right, title, and interest in and to the Trademarks, all applications, registrations, and renewals therefor, together with all translations, adoptions, derivations, and combinations thereof, identified in Schedule A, in the respective country or countries, the goodwill connected with the use thereof, symbolized thereby and associated therewith, and the CPFOODS.COM Business of Assignor to which such Trademarks pertain, which CPFOODS.COM Business is ongoing and existing. Assignee shall solely and exclusively bear the cost of all filing and similar fees relating to the filing or recordation of Assignee's ownership interest in, or issuance to Assignee of, such Trademarks relating thereto.

4. Nothing herein is intended to modify, limit or otherwise affect the representations, warranties, covenants and agreements contained in the Credit Agreement between Colorado Prime Corporation and Dresdner Bank, AG dated May 7, 2001 ("Credit Agreement"), and such representations, covenants and agreements shall remain in full force and effect in accordance with the terms of the Credit Agreement. In the event of a conflict between this Assignment and the Credit Agreement, the provisions of the Credit Agreement shall govern, supersede, prevail and apply.

5. Unless otherwise defined herein, capitalized terms used herein shall have the same meaning as defined in the Credit Agreement.

In testimony whereof, **ASSIGNOR** has signed below, by its respective duly authorized legal representatives, on this 9th day of May, 2001.

CPFOODS.COM, LLC

By: [Signature]
Title: VP

STATE OF Ny)
COUNTY OF Suffolk)

On this 9 day of May, 2001, before me appeared **ASSIGNOR**, who acknowledged execution of this Assignment as a free act by such **ASSIGNOR**.

[Signature]
Notary Public

GREG B. DAUB
Notary Public, State of New York
No. 01DA4654719
Qualified in Suffolk County
Commission Expires March 30, 2003

ACKNOWLEDGMENT

On behalf of **COLORADO PRIME CORORATION** I hereby acknowledge receipt of assignment -- for good and valuable consideration -- of the trademarks set forth in Schedule A.

COLORADO PRIME CORPORATION

By: _____

Title: _____

347321

Schedule A

TRADEMARK APPLICATIONS/REGISTRATIONS

Registrant: CPFOODS.COM, LLC

Mark: CPFOODS.COM

Serial No.: 76-091,083

Filed: July 18, 2000

Class 29: Food including—frozen, prepared and packaged entrees consisting of poultry; frozen, prepared and packaged entrees consisting primarily of meat; frozen, prepared and packaged entrees consisting primarily of fish; frozen, prepared and packaged entrees consisting of primarily of shellfish; frozen, prepared and packaged entrees consisting primarily of vegetables; beef, hot dogs, ground beef patties; turkey franks; seasoned taco meat; chicken; southwestern chicken sausage; chicken apple sausage; marinated chicken breasts; pork; pork barbecue; peppered pork tenderloin, seafood; shrimp not live; dinner package consisting of chicken, potatoes, corn and green beans; dinner package consisting of ground buffalo, ostrich strips; alligator tail meat, rack wild boar ribs, kangaroo filet, bag rattlesnake; dinner package consisting of shellfish and fish; dinner package consisting of barbecue chicken, barbecue pork, lasagna, and macaroni and cheese; dinner package consisting of filet mignon, ribeye steak, chicken kabob and salmon steak; dinner package consisting of t-bone steak, ribeye, New York strip steak, and filet mignon; dinner package consisting of baby back ribs, macaroni and cheese, potato puffs, vegetable package, apple pie; dinner package consisting of filet mignon, lobster and cheesecake

Class 30: Food including—frozen, prepared and packaged entrees consisting primarily of pasta; pizza; pizza bagels; puff pastry cheese pizza, fajitas, burritos; chimichangas; and stuffed bread; chicken biscuit sandwich; pork sausage biscuit sandwich, cheesecake; chocolate cake; lasagna; tortellini; dinner package consisting of lasagna, tortellini and stuffed shells; dinner package consisting of fajitas, chimichangas, and burritos; dinner package consisting of pizza; breakfast package consisting of orange juice, waffles, microwave cheese omelets, hash brown potato cakes, pork sausage biscuit sandwiches; kids meal consisting of pizza, chimichangas, burritos, chicken nuggets; dessert package consisting of cheese cake, chocolate chip cookies and key lime pie

Class 42: Services including retail phone, mail order and door-to-door services in the field of food; online retail sale of food products and cookware via the internet

Registrant: CPFOODS.COM, LLC

Mark: CPFoods.com

Serial No.: 76-091,082

Filed: July 18, 2000

Class 29: Food including – frozen, prepared and packaged entrees consisting of poultry; frozen, prepared and packaged entrees consisting primarily of meat; frozen, prepared and packaged entrees consisting primarily of fish; frozen, prepared and packaged entrees consisting of primarily of shellfish; frozen, prepared and packaged entrees consisting primarily of vegetables; beef, hot dogs; ground beef patties; turkey franks; seasoned taco meat; chicken; southwestern chicken sausage; chicken apple sausage; marinated chicken breasts; pork; pork barbecue; peppered pork tenderloin, seafood; shrimp not live; dinner package consisting of chicken, potatoes, corn and green beans; dinner package consisting of ground buffalo, ostrich strips; alligator tail meat, rack wild boar ribs, kangaroo filet, bag rattlesnake; dinner package consisting of shellfish and fish; dinner package consisting of barbecue chicken, barbecue pork, lasagna, and macaroni and cheese; dinner package consisting of filet mignon, ribeye steak, chicken kabob and salmon steak; dinner package consisting of t-bone steak, ribeye, New York strip steak, and filet mignon; dinner package consisting of baby back ribs, macaroni and cheese, potato puffs, vegetable package, apple pie; dinner package consisting of filet mignon, lobster and cheesecake

Class 30: Food including—frozen, prepared and packaged entrees consisting primarily of pasta; pizza; pizza bagels; puff pastry cheese pizza, fajitas, burritos; chimichangas; and stuffed bread; chicken biscuit sandwich; pork sausage biscuit sandwich, cheesecake; chocolate cake; lasagna; tortellini; dinner package consisting of lasagna, tortellini and stuffed shells; dinner package consisting of fajitas, chimichangas, and burritos; dinner package consisting of pizza; breakfast package consisting of orange juice, waffles, microwave cheese omelets, hash brown potato cakes, pork sausage biscuit sandwiches; kids meal consisting of pizza, chimichangas, burritos, chicken nuggets; dessert package consisting of cheese cake, chocolate chip cookies and key lime pie

Class 42: Services including retail phone, mail order and door-to-door services in the field of food; online retail sale of food products and cookware via the internet

COMMON LAW TRADEMARKS

DOMAIN NAME REGISTRATIONS

- 7 -

NY1:A1030570\02\M36Y02!.DOC\42349.0044

RECORDED: 06/01/2001

TRADEMARK
REEL: 002310 FRAME: 0421