

FORM PTO-1618A
Expires 06/30/00
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
10/26/2001

Name ST Transition LLC

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other Limited Liability Company
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name CBTA Acquisition, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 630 East Jefferson Street

Address (line 2) _____

Address (line 3) Rockford Illinois 61107

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Illinois

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.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is limited 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 Practices. 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

FORM PTO-1618B
Expires 09/30/00
OMB 0851-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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 (414) 277-5789

Name Cheryl M. Smukowski

Address (line 1) Quarles & Brady LLP

Address (line 2) 411 East Wisconsin Avenue

Address (line 3) _____

Address (line 4) Milwaukee, Wisconsin 53202

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 4

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)		
76/232,894	76/147,599	75/763,843	1,987,499	1,442,356	1,057,871
76/231,536	75/784,577		1,644,664	1,299,790	1,045,011
76/196,668	75/784,204		1,446,162	1,299,789	741,434

Number of Properties Enter the total number of properties involved. # 24

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 615.00

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: # 17-0055

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.

Cheryl M. Smukowski *Cheryl M. Smukowski* November 9, 2001

Name of Person Signing Signature Date Signed

ST Transition LLC
To
CFTA Acquisition, Inc.

Schedule of Additional Trademarks

(Registrations)

<u>Reg. No.</u>	<u>Mark</u>
732,289	STARKRIMSON
663,618	STARK
573,835	STARKING
318,659	LUTHER BURBANK & Design
319,519	JON-A-RED
115,549	STARK TREES BEAR FRUIT & Design
2,416,591	DOUBLE DELICIOUS

(Applications)

<u>App. No.</u>	<u>Mark</u>
76/113,766	JUPITER

ST TRANSITION LLC

(LOT 1)

ASSIGNMENT OF TRADEMARKS/SERVICE MARKS

Whereas ST Transition LLC, a Delaware Limited Liability Company ("Assignor") with a mailing address of 7602 Hyland Lane, Guilford, Indiana 47022, c/o Mr Niles Kimerk, has adopted and used the trademarks and/or service marks described as the "Marks" on Schedule A attached hereto; some of which Marks may be the subject of pending applications with the United States Patent and Trademark Office, some of which Marks may be the subject of registrations with the United States Patent and Trademark Office, some of which Marks may be the subject of pending applications with foreign trademark offices and some of which Marks may be the subject of registrations with foreign trademark offices, as more specifically described on Schedule A, and

Whereas CBTA Acquisition, Inc., an Illinois corporation with a mailing address of 630 East Jefferson St., Rockford, IL 61107 ("Assignee") is desirous of acquiring said Marks and the goodwill associated therewith.

Now, therefore, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Assignor does hereby fully assign, transfer, and release unto Assignee all of its right, title, and interest in and to the said Marks, including, but not limited to, all of its right, title, and interest in and to any pending applications and registrations for such Marks, together with the goodwill of the business symbolized by the Marks.

Assignor further assigns, transfers, and releases to Assignee any and all claims for damages by reason of past, present, or future continuing infringement of said Marks, and the right to sue for and collect the same for its own use and benefit and that of its successors, assigns, or other legal representatives.

Date: October 24, 2001

ST TRANSITION LLC

By: Niles Kimerk
Its: Manager

170304

QBMKE5140067.1

STATE OF Wisconsin)
)SS.:
COUNTY OF Milwaukee

On the 26th day of October, 2001 before me the undersigned, personally appeared Miles Kinzok, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity as Manager of ST Transition LLC and that by his signature on the instrument ST Transition LLC executed the instrument, and that he made such appearance before the undersigned in the City of Milwaukee and State of Wisconsin.

[Signature]
Notary Public

SCHEDULE A
(LOT I)

OWNER: ST Transition LLC, a Delaware limited liability company

MARK	STATUS	REG NUMBER	REG DATE	SERIAL NUMBER	FILE DATE	COUNTRY
SPIRE	REG	1987499	07/16/1996	74/514542	04/20/1994	USA
REGAL GALA	REG	1614364	05/14/1991	74014515	12/27/1989	USA
IMPERIAL GALA	REG	1613159	09/11/1990	74/014308	12/27/1989	USA
STARK GALA	REG	1445462	06/30/1987	73/560989	10/01/1985	USA
ROYAL GALA	REG	1442356	06/09/1987	73/560985	10/01/1985	USA
DIXTERED	REG	1299790	10/09/1984	73/424046	05/02/1983	USA
ULTRASTRIPE	REG	1299789	10/09/1984	73/424045	05/02/1983	USA
STARK BRO'S STARK TREES BEAR FRUIT SINCE 1816 with design	REG	1057871	02/01/1977	73/071590	12/12/1975	USA
STARK BRO'S with design	REG	1043011	07/27/1976	73/071589	12/12/1975	USA
STARKSPUR	REG	741434	12/04/1962	72/138243	02/19/1962	USA
STARKCRIMSON	REG	732289	06/05/1962	72/065021	12/29/1958	USA
STARK	REG	663618	07/01/1958	72031422	06/05/1957	USA
STARKING	REG	573835	04/28/1953	71/631443	06/19/1952	USA
LUTHER BURBANK with design	REG	318659	10/30/1934	71/353187	06/26/1934	USA
JON-A-RED	REG	319519	11/27/1934	71/353186	06/26/1934	USA
STARK TREES BEAR FRUIT with design	REG	115549	02/20/1917	71/093030	02/21/1916	USA
STARK KWIK KROP	PENDING			76/232894	03/29/2001	USA
STARK CUSTOM GRAFT	PENDING			76/231536	03/27/2001	USA
STARK MOTHER LODE	PENDING			76/196668	01/15/2001	USA
EZ STARTS	PENDING			76/147599	10/16/2000	USA
STARK HARVEST LEADER	PENDING			75/784577	08/25/1999	USA
STARK MOTHER LODE	PENDING			75/784264	01/16/2001	USA
STARK SUPREME TREE	PENDING			75/763843	07/29/1999	USA
DOUBLE DELICIOUS	REG	2416491	12/16/2000	75/763329	07/29/1999	USA
STARK	PENDING			2001014971	01/31/2001	CHINA P.R.

PENC.

MARK	STATUS	REG NUMBER	REG DATE	SERIAL NUMBER	FILE DATE	COUNTRY
JUPITER	PENDING			76/113766	08/22/2000	USA

MARK	STATUS	REG NUMBER	REG DATE	SERIAL NUMBER	FILE DATE	COUNTRY
ROYAL GALA	REG	TMA 381,954	03/22/1991			CANADA

QBMR65140067.1