

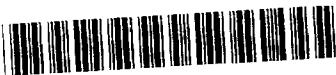


10-24-2001

10-12-2001

U.S. Patent & TMO/TM Mail Rpt Dt 471

R



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form No. 0651-0027 (exp. 5/31/2002)

Tab settings ⇌ ⇌ ⇌

101884152

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

1. Name of conveying party(ies):

BILL BAILEY FOODSCORP, INC.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State CALIFORNIA
- Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: _____

2. Name and address of receiving party(ies)

Name: SQUARE H. BRANDS, INC.

Internal Address: 2731 S. SOTO AVE.

Street Address: SAME

City: LOS ANGELES State: CA Zip: 90023

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,927,743
2,011,354

Additional number(s) attached Yes No

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

Name: ROBERT J. SCHAAP

Internal Address: 21241 VENTURA BLVD.
SUITE 188

Street Address: SAME AS ABOVE

City: WOODLAND HILLS State: CA Zip: 91364

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41).....\$ 80.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-0258

(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.

ROBERT J. SCHAAP
Name of Person Signing

Signature

Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

ASSIGNMENT OF INTELLECTUAL PROPERTY RIGHTS

This Assignment of Intellectual Property Rights is made as of this November 2, 1998 by BILL BAILEY MEAT PACKING CO., INC., a California corporation and JAYNE BAILEY, an individual (collectively, the "Sellers"), to BILL BAILEY'S FOODSCORP, INC., a Delaware corporation ("Buyer").

RECITALS

The Sellers are the owners of all right, title and interest in and to the following (collective, the "Marks): all of the trademarks, trade names, trade reputation, copyrights and business (the sale of which is governed by the Asset Purchase Agreement, dated as of October 30, 1998, among Sellers and Buyer (the "Asset Purchase Agreement"), including, without limitation, the "Bill Baileys" (Registration Number: 1,927,743; Registration Date: 10/17/95) and the "Baileys" (Registration Number: 2,011,354; Registration Date: 10/29/96) trademarks and any interest of Sellers in and to the "Azteca", "Anna Maria" and "Blarney Stone" names, trade names and/or trademarks.

The Sellers desire to transfer and assign to Buyer all of the Seller's right, title and interest in and to all of the Marks and the business goodwill symbolized thereby (the "Intellectual Property").

Buyer desires to acquire the Intellectual Property.

AGREEMENT

NOW THEREFORE, in consideration of the recitals set forth above and other good and valuable consideration, the receipt of which is hereby acknowledged, the Sellers hereby assign to Buyer all right, title and interest in and to the Intellectual Property and the goodwill of the business symbolized thereby, including, without limitation, the United States registrations therefore and all extensions thereto and re-issues thereof and all foreign counterparts thereto, and all claims for damages and/or injunctive relief be reason of past infringement of any of the Intellectual Property, with the right to sue for and collect the same for its own account and use.

Executed at Los Angeles, California, this 2nd day of November,
1998.

BILL BAILEY MEAT PACKING CO., INC.

By: Jayne H. Bailey
Name: Jayne Bailey
Its: Chief Executive Officer

JAYNE BAILEY

Jayne H. Bailey

BILL BAILEY'S FOODSCORP, INC.

By: Haskell
Name: Henry Haskell
Its: President

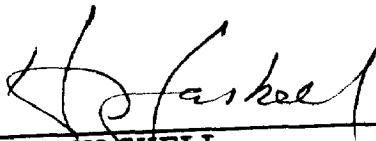
SQUARE.H\ASSIGN.4

TRADEMARK
REEL: 002388 FRAME: 0399

NOW, THEREFORE, in recognition of our earlier assignment of the aforesaid trademark registrations and the trademarks covered thereby and the goodwill of the business associated with said marks, we, BILL BAILEY'S FOODSCORP, INC., through its present Trustee, did sell, assign, transfer and convey and we do hereby confirm, through said Trustee, that sale, assignment, transference and conveyance to SQUARE-H BRANDS, INC. and do again hereby ratify and assign to SQUARE-H BRANDS, INC. all right, title and interest in and to said trademark registrations and the trademarks covered thereby and the goodwill of the business symbolized by said marks, and including any and all rights to related trademark applications and registrations maturing therefrom and all extensions, renewals and reissues thereof, and any and all foreign counterparts thereof, as well as any and all claims for damages and/or equitable relief, by reason of past infringement or misuse or misappropriation of any of said trademarks along with the right to sue and collect for same for its own account and use.

IN WITNESS WHEREOF, we have executed this instrument at Los Angeles County, California, this 20th day of SEPTEMBER, 2001.

BILL BAILEY'S FOODSCORP, INC.



HENRY HASKELL
Its Trustee

SQUARE.H\ASSIGN.1