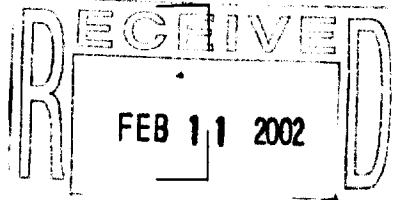


02-27-2002



101994729



RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

2-11-02

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
08241998
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Pride of the Plains Ltd.

12202001

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization New Jersey

Receiving Party

Mark if additional names of receiving parties attached

Name Brownstone Baking Company LLC

DBA/AKA/TA _____

Composed of _____

Address (line 1) 359 McLean Boulevard

Address (line 2) _____

Address (line 3) Paterson

New Jersey

07513

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

- Corporation Association

Other _____

Citizenship/State of Incorporation/Organization New Jersey

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.)

02/26/2002 TDIAZ1 00000168 2139701

FOR OFFICE USE ONLY

01 FC:481

40.00 DP

Public burden reporting 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. 20221

REEL: 002449 FRAME: 0896

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2139701"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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:

#

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.

Kathryn M. Wheble

Name of Person Signing

Kathryn M. Wheble

Signature

1-14-02

Date Signed

NUNC PRO TUNC ASSIGNMENT OF TRADEMARKS

THIS NUNC PRO TUNC ASSIGNMENT OF TRADEMARKS (this "Assignment") was made as of August 24, 1998, by PRIDE OF THE PLAINS LTD., a New Jersey corporation having its principal place of business at 359 McLean Boulevard, Paterson, New Jersey 07513 (hereinafter referred to as "Assignor").

WHEREAS, Assignor had adopted and was using the Trademarks listed in Schedule A attached hereto (the "Trademarks") in connection with its business; and

WHEREAS, BROWNSTONE BAKING COMPANY, L.L.C. ("Assignee") desired to acquire all of Assignor's rights, title and interests in, to and under the Trademarks, together with the goodwill of the business in connection with which the Trademarks were used and which were symbolized by the Trademarks (the "Goodwill"), along with all federal and state registrations which had theretofore been or may thereafter be issued on or applied therefor (the "Registrations") and the right to sue for and recover for past, present and future infringements of the Trademarks or rights corresponding thereto (collectively, the "Corresponding Rights"); and

WHEREAS, for good and valuable consideration, the receipt and sufficiency of which was and is acknowledged by Assignor, Assignor by this Assignment, for itself and its successors and assigns, granted, sold, transferred, conveyed and assigned to Assignee, its successors and assigns, Assignor's entire rights, title, interests and privileges in, to and under the Trademarks, the Goodwill, the Registrations and the Corresponding Rights; and

WHEREAS, Assignor represents, warrants and covenants to Assignee, its successors and assigns that (i) Assignor was the legal and beneficial owner of the Trademarks free and clear of any liens, claims, commitments or similar encumbrances; (ii) Assignor had the full power and

authority to convey the rights, title and interests herein assigned, transferred and sold to Assignee; (iii) the Trademarks, Registrations and Corresponding Rights were subsisting, had not been adjudged invalid or unenforceable and Assignor knew of no claim or basis for any claim by any third party that the Trademarks, Registrations or Corresponding Rights, or uses thereof, were invalid or unenforceable or violated the rights or claimed rights of any third party; (iv) Assignor has not executed and will not execute any agreement in conflict herewith; and (v) Assignor has and will execute and deliver or procure the execution and delivery of any and all future assignments, certificates, papers or other instruments and Assignor will perform all other reasonable acts that Assignee may require from time to time in order to vest all Assignor's rights, title and interests in, to, and under the Trademarks, Goodwill, Registrations and Corresponding Rights in the Assignee, its successors and assigns. The foregoing representations, warranties and covenants shall survive the consummation of the transactions contemplated hereby; and

WHEREAS, this Assignment shall inure to the benefit of the Assignee, its successors and assigns and shall be binding upon the Assignor, its successors and assigns.

NOW, THEREFORE, this Assignment is being executed in order to clarify the ownership of the Trademarks, and to confirm that Assignor did assign, transfer and sell to Assignee all right, title, and interests in, to, and under the Trademarks, Goodwill, Registrations and Corresponding Rights.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed as

of the day and year first above written.

[Corporate Seal]

Attest:

PRIDE OF THE PLAINS LTD.

F. Bieder

By:

Name:

Title:

J. James Burko

J. James Burko

Pres

TRADEMARK

REEL: 002449 FRAME: 0900

Schedule A

1. Mark: BAKEL CHIPS

Registration No.: 2,139,701

Registration Date: February 24, 1998

2. Mark: GENOA TOAST

3. Mark: BAGEL CHIPS

4. Mark: MINI BAGEL CHIPS

5. . Mark: BROWNSTONE BAKING CO. (Design)