

03-13-2002

FORM PTO-1595



-EET

U.S. DEPARTMENT OF COMMERCE

102014153

2-26-02

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

1. Name of conveying party(ies):
 Marksmen, Inc.
 116 N. Maryland Avenue, Glendale, CA 91206-8050

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware

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

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

Name: Société des Produits Nestlé S.A.

Internal Address: _____

Street Address: Case postale 353

City: Vevey Country: Switzerland ZIP: _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: February 4, 2002

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Switzerland Corporation

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No

Additional name(s) & Address(es) attached?
 Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

B. Trademark No.(s)
2,496,538

Additional numbers attached? Yes No

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

Name: Robert H. Sanders

Internal Address: c/o Nestle USA, Inc.

Street Address: 800 North Brand Blvd. - 20th Floor

City: Glendale State: CA ZIP: 91203

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
03-0775

(Attach additional copy of form if paying by deposit account.)

03/12/2002 DBYRNE 00000239 030775 2496538
 41 FC:481 40.00 CH

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 H. Sanders [Signature] February 11, 2002
 Name of Person Signing Signature Date

Total number of pages including cover sheet: 3

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK ASSIGNMENT

WHEREAS, Marksmen, Inc., a Delaware corporation, having its principal place of business at 116 N. Maryland Avenue, Glendale, CA 91206-8050 ("Assignor") is the owner of the following trademark now registered in the United States Patent and Trademark Office:

Trademark	Reg. No.	Reg. Date
SHOCKOLATE	2,496,538	October 9, 2001

WHEREAS, Societe des Produits Nestle S.A., a Switzerland corporation, having its principal place of business at Case Postale 353, 1800 Vevey, Switzerland ("Assignee"), is desirous of acquiring said trademark,

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee, all right, including common law rights, title and interest, in the United States of America and all other countries and jurisdictions of the world, in and to said trademark and registration thereof together with the goodwill symbolized by said trademark.

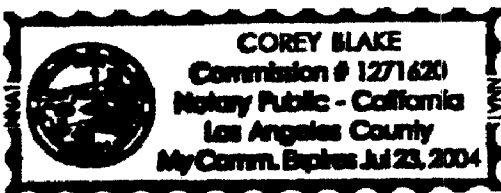
Signed at Glendale, CA, this 4th day of February, 2002.

MARKSMEN, INC.

By: [Signature]
Name: Mark Doerr
Title: V.P. Director, Operations

On this 4th day of February, 2002, before me, Corey Blake, a Notary Public in and for the State of California, personally appeared Mark Doerr, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



[Signature]
Notary Public

DESIGNATION OF DOMESTIC REPRESENTATIVE

MARK: SHOCKOLATE

REGISTRATION NO. 2,496,538 DATED: October 9, 2001

REGISTRANT: Societe des Produits Nestle S.A.

Nestle USA, Inc. whose postal address is:

NESTLE USA, INC.
LEGAL DEPT. - TRADEMARK SECTION
800 NORTH BRAND BOULEVARD
GLENDALE, CALIFORNIA 91203

is hereby designated applicant's representative upon whom notice or process in proceedings affecting the mark may be served.

SOCIETE DES PRODUITS NESTLE S.A.

Dated: February 11, 2002

By: 

Robert H. Sanders
Authorized Agent