

04-04-2002



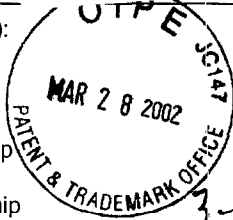
To the Honorable Commissioner of P

Attached original documents or copy thereof.

102042759

1. Name(s) of conveying party(ies):
The New Fizz Corporation

- Individual(s)
- Association
- Limited Partnership
- Corporation
- General Partnership
- Other:



3-28-02

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

3. Nature of conveyance:

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

Execution Date: March 23, 2001

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

Name: British Broadcasting Corporation

Address: Broadcasting House, Portland Place, London W1A IAA, England

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- United Kingdom Corporation
- Other:

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

(Designation must be a separate document from Assignment)

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

4. Application/Registration Number:

A. Trademark Application Number(s):

B. Trademark Registration Number(s):

2,125,440

Additional numbers attached?

Yes No

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

Name: Douglas A. Rettew

Address: FINNEGAN, HENDERSON, FARABOW,
GARRETT & DUNNER, L.L.P.
1300 I Street, N.W.
Washington, D.C. 20005-3515

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
- Authorized to be charged to deposit account only if fee is deficient

8. Deposit Account No.: 06-0916

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.

Douglas A. Rettew

March 28, 2002

Name of person signing

Signature

Date

04/03/2002 TDIAZ1 00000095 2125440

01 FC:181 40.00

Total number of pages including cover sheet, attachments and documents: 8

Attorney Docket: 07412.0018

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant: British Broadcasting Corporation
Reg. Number: 2,125,440
Issue Date: December 30, 1997
Mark: NAKED CHEF

ASSISTANT COMMISSIONER FOR TRADEMARKS
2900 Crystal Drive
Arlington, Virginia 22202-3513

ATTN: BOX POST REG NO FEE

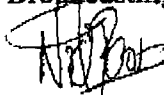
**APPOINTMENT OF NEW ATTORNEY AND
DESIGNATION OF DOMESTIC REPRESENTATIVE**

Registrant revokes all previous powers of attorney and appoints Mark S. Sommers and Douglas A. Rettew, and each of the attorneys of Finnegan, Henderson, Farabow, Garrett & Dunner, L.L.P., all of 1300 I Street, N.W., Washington, D.C. 20005-3315, both jointly and separately as its attorneys with full power of substitution and revocation, to transact all business in the Patent and Trademark Office in connection with this registration, and to receive notice or process in proceedings affecting the registration. Finnegan, Henderson, Farabow, Garrett & Dunner, L.L.P. is also hereby designated as the registrant's representative upon whom notice or process in proceedings affecting the mark may be served.

All correspondence relating to the registration should be directed to Douglas A. Rettew at the address identified above.

British Broadcasting Corporation

By:



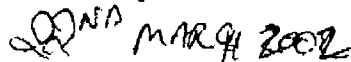
Name:

Nicholas George Foot
Trade Mark Lawyer

Title:

Corporate Legal and Intellectual Property Department
BBC Legal

Date:

 NGA MARCH 2002

AGREEMENT AND TRADEMARK ASSIGNMENT

WHEREAS, The New Fizz Corporation, a New York corporation, located and doing business at P.O. Box 1627, New York, New York 10276 ("New Fizz"), at the request of and acting as an agent for British Broadcasting Corporation, has acquired U.S. Trademark Registration No. 2,125,440 for the mark NAKED CHEF and all associated rights (the "Mark").

WHEREAS, British Broadcasting Corporation, a United Kingdom corporation under royal charter, with a principal place of business at Broadcasting House, Portland Place, London W1A IAA, England, retained New Fizz to acquire the Mark on its behalf;

NOW, THEREFORE, in consideration of the terms and conditions of this Agreement, the parties agree as follows:

1. New Fizz assigns to British Broadcasting Corporation all of its rights, title, and interest in and to the Mark, together with the goodwill of the business in connection with which the Mark is and has been used, and the right to sue and recover for past infringements, dilution, and other violations.
2. Simultaneous with the execution of this Agreement, New Fizz will execute the Trademark Assignment attached as Exhibit A, assigning to British Broadcasting Corporation all of its right, title, and interest in and to the Mark.
3. British Broadcasting Corporation—through its trademark counsel Finnegan, Henderson, Farabow, Garrett & Dunner, L.L.P.—shall pay New Fizz its fees and costs incurred in obtaining the Mark.

4. New Fizz agrees to execute at British Broadcasting Corporation's request and expense any and all agreements or documents necessary or advisable to assist British Broadcasting Corporation in registering, protecting, and maintaining its rights in the Mark, including registrations before the United States Patent and Trademark Office.

5. It is the intention of the parties hereto to enter into an Agreement and Trademark Assignment only and nothing in this agreement shall be construed to regard the parties as being partners or joint ventures, or to constitute the arrangements provided for as a partnership or joint venture.

6. This Agreement and Trademark Assignment shall be binding upon the parties their officers, directors, successors, heirs, executors, administrators, assigns, licensees, legal representatives, related companies, and/or joint ventures.

IN WITNESS THEREOF, the parties have executed this Agreement and Trademark Assignment, the date and year written below.

THE NEW FIZZ CORPORATION

BRITISH BROADCASTING CORPORATION

By: [Signature]

By: [Signature]

Title: President

Title: Head of Corporate Legal & IP Dept
BBC

Date: October 20, 2000

Date: 23rd March 2001

EXHIBIT A

ASSIGNMENT

The New Fizz Corporation, a New York corporation, located and doing business at P.O. Box 1627, New York, New York 10276 ("New Fizz"), owns Registration No. 2,125,440 for the mark NAKED CHEF and all associated rights ("the Mark").

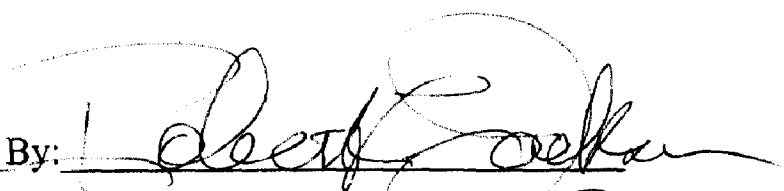
British Broadcasting Corporation, a United Kingdom corporation under royal charter, with a principal place of business at Broadcasting House, Portland Place, London W1A 1AA, England, desires to acquire any and all rights New Fizz holds in and to the Mark.

In consideration of good and valuable consideration, the receipt of which is acknowledged, New Fizz assigns to British Broadcasting Corporation all of New Fizz's right, title, and interest in and to the Mark including all worldwide and all common law rights; U.S. Trademark Registration No. 2,125,440; the goodwill symbolized by the Mark; and the right to sue third parties for and recover damages from past and future infringement, dilution, and other violations of the Mark.

The New Fizz Corporation

Date: Oct 20, 2000

By:


Name: ROBERT H. JACKSON
Title: President