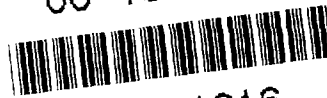


06-13-2002



102121616

To the Honorable Commissioner of Patents and Trademarks

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Quaker House Products, Inc.
 P.O. Box 21088
 Houston, Texas 77026

6.7.02

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

Date of execution of attached Document: 9/11/01
 Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):
 Name: G.H.C. Group, L.L.C.
 Address:
 Street Address: 8000 Donore #9
 City: San Antonio State/Country: Texas ZIP: 78229

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation L.L.C.
 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

3. Nature of conveyance:

Assignment
 Merger
 Security Agreement
 Change of Name
 Other

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

B. Trademark Registration Number(s): 2,046,079
 C. Registration date of: March 18, 1997

Additional numbers attached? Yes No.

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

Name: Phong D. Nguyen
 Internal Address: BAKER & HOSTETLER LLP
 Washington Square, Suite 1100
 1050 Connecticut Avenue, N.W.
 Washington, D.C. 20036-5304

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: 50-20-36
 Atty. Dkt. No.: 87406.0200

(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.

Phong D. Nguyen
 Name of Person Signing

[Signature]
 Signature

June 7 2002
 Date

06/12/2002 DBYRNE 00000118 2046079
 01 FC:481 40.00 DP

Total number of pages comprising cover sheet: 5

QUAKER HOUSE PRODUCTS, INC.'S ASSIGNMENT
OF U.S. REGISTRATION 1,994,747 and 2,046,079 IN INTERNATIONAL
CLASS 5 FOR MARK BLUE STAR

WHEREAS, QUAKER HOUSE PRODUCTS, INC., ("ASSIGNOR"), a Texas corporation having its principal place of business at P.O. Box 21088, Houston, Harris County, Texas 77026, has adopted, used, and has been using the marks, U.S. Registration No. 1,994,747 and 2,046,079, shown in Exhibit "A" attached hereto and incorporated by reference herein as if copied at length (the "Marks") in connection with the goods and services listed in Exhibit "A"; and


WHEREAS, G.H.C. Group, L.L.C. ("ASSIGNEE"), a Texas limited liability company, having its principal place of business at 8000 Donore #9, San Antonio, Texas, desires to acquire all of ASSIGNOR's interest in and to said Marks, any registrations and applications for registration thereof, and the goodwill of the business symbolized by the Marks;

NOW, THEREFORE, for Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR does hereby sell, assign, transfer and convey to ASSIGNEE all of its right, title, and interest in and to said Marks, all registrations and applications for registration thereof, all rights derived from or associated with use of the Marks by ASSIGNOR together with the goodwill of the business symbolized by said Marks, and the right to recover for past infringement of said Marks. ASSIGNOR represents and warrants that it has not previously assigned, licensed, or conveyed any interest in said Marks or the other rights referenced herein, that all necessary corporate or legal action has been taken to authorize sale and assignment of the Marks and other rights as set forth herein, and that upon payment of the consideration as set forth herein, ASSIGNEE will acquire good and valid title to all rights, including the Marks, conveyed hereby, free and clear of any liens, encumbrances or adverse claims of any kind whatsoever. ASSIGNOR agrees to execute any further lawful documents needed to give full force and effect to the provisions hereof.

Signed this 11th day of September, 2001.

ASSIGNOR:

QUAKER HOUSE PRODUCTS, INC.
A Texas Corporation

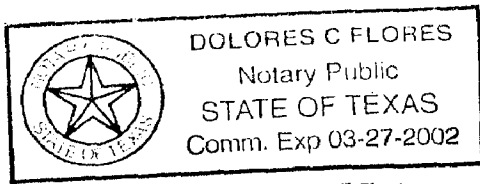
By:  _____
ROBERT WHITEHEAD
Title: President

STATE OF TEXAS
COUNTY OF WEBB

§
§
§

Before me, a notary public, on this day personally appeared ROBERT WHITEHEAD, known to me to be the person whose name is subscribed to the foregoing instrument, who acknowledged to me that he executed the same as ROBERT WHITHEAD on behalf of QUAKER HOUSE PRODUCTS, INC. for the purposes and consideration therein expressed.

Given under my hand and seal of office this 11th day of Sept., 2001.



Dolores C Flores
Printed Name: DOLORES C. FLORES
Notary Public in and for the State of 03-27-02
My Commission Expires: 03-27-02

EXHIBIT "A"

U.S. Registrations			
Mark(s)	Reg. No.	Reg. Date	Goods/Services
Blue Star (Word)	1,994,747	August 20, 1996	Good
Blue Star (Word and Design)	2,046,079	March 18, 1997	Good

Quaker House Products, Inc.'s Assignment
Of U.S. Registration No. 1,994,747 In International Class 5
For Mark Blue Star

01-25-2002



101959874

FORM PTO-1595 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

U.S. Department of Commerce Patent And Trademark Office

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

1. Name of conveying party(ies):

Quaker House Products, Inc. P.O. Box 21088 Houston, Texas 77026

JAN 15 2002

- Individual(s) Association General Partnership Limited Partnership [X] Corporation-State Other

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

3. Nature of conveyance:

- [X] Assignment Merger Security Agreement Change of Name Other

Execution Date:

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

Name: G.H.C. Group, L.L.C.

Internal Address:

Street Address: 8000 Donore #9

City: San Antonio State: Texas Zip: 78229

- Individual(s) citizenship Association General Partnership Limited Partnership [X] Corporation-State 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 [X] No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,046,079, Registration date of March 18, 1997

Additional numbers attached? Yes No [X]

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

Name: Phong D. Nguyen

Internal Address: MOSER, PATTERSON & SHERIDAN, L.L.P.

Street Address: 3040 Post Oak Boulevard, Suite 1500

City: Houston State: TX Zip: 77056

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. 3.41) \$ 40.00

Enclosed

[X] Authorized to be charged to deposit account 20-0782/CHCG/0003/PDN

8. Deposit account number:

20-0782/CHCG/0003/PDN

(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.

Phong D. Nguyen Name of Person Signing

[Signature] Signature

[Date] Date

Total number of pages including cover sheet, attachments and document: 5

01/24/2002 6TON11 00000021 200782 2046079

01 FC:481 40.00 CH

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