

Resub

09-11-2002



102217905

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

TRADEMARKS ONLY

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

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

1. Name of conveying party(ies): Paradise Foods, Inc. 06/18/02 Individual(s) Association General Partnership Limited Partnership Corporation-State Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Franco Acquisition Company, LLC Internal Original Address: c/o The Honey Baked Ham Co. of GA, Inc. Street Address: 5445 Triangle Pkwy, Suite 400 City: Norcross State: GA Zip: 30092 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other limited liability company - GA 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 Execution Date: 6/14/02

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) See attached Attachment to Recordation Form Cover Sheet Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Charles M. Cushing, Jr. Internal Address: Cushing Morris Ambruster & Montgomery, LLP International Tower, Suite 2110 Street Address: 229 Peachtree Street NE City: Atlanta State: GA Zip: 30303

6. Total number of applications and registrations involved: 9 7. Total fee (37 CFR 3.41): \$ 240.00 Enclosed Authorized to be charged to deposit account 3. Deposit account number: (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. Lisa Scheid Name of Person Signing Signature Date June 17, 2002

Total number of pages including cover sheet, attachments, and document: 4 Mail Documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

06/26/2002 01 FC:481 02 FC:482

40.00 OP 200.00 OP

ATTACHMENT TO RECORDATION FORM COVER SHEET

Trademarks (and goodwill) Assigned by Paradise Foods, Inc. to Franco Acquisition Company, LLC

Registered Trademarks:

WHEN TASTE MATTERS, Registration No. 2536396
EAT IT UP (design plus words), Registration No. 2536397
HEAVENLY HAM "WHEN TASTE MATTERS." (design plus words), Registration No. 2558690
HEAVENLY HAM, Registration No. 1932836
A TASTE THAT IS OUT OF THIS WORLD, Registration No. 1655643
HEAVENLY HAM, Registration No. 1192233 (design plus words)
THAT MUSTARD FROM HEAVENLY HAM, Registration No. 2296191
MISCELLANEOUS DESIGN (diamond, halo and ribbon)(design only), Registration No. 2561719
HEAVENLY HAM, Registration No. 2575940¹

¹ Please note that the executed assignment shows the assignment of the application for this trademark; this is due to the fact that that PTO Trademark Database did not reflect the issuance of the certificate of registration for this trademark at the time the assignment instrument was executed. The assignment should have been of the registered trademark rather than the assignment of the application, a nonmaterial error. This form correctly shows the assignment of the registered trademarks of the assignor.

ASSIGNMENT OF REGISTERED TRADEMARKS AND APPLICATIONS

WHEREAS, PARADISE FOODS, INC., a Georgia corporation the address of which is Suite 100, 1100 Old Ellis Road, Roswell, Georgia 30376 ("Paradise Foods"), has adopted, and is using in connection with its business certain trademarks set forth on Exhibit A attached hereto, which are either registered or are the subject of applications for registration with the United States Patent and Trademark Office (the "Trademarks"); and

WHEREAS, FRANCO ACQUISITION COMPANY, LLC, a Georgia limited liability company the address of which is 5445 Triangle Parkway, Suite 400, Norcross, Georgia 30092 ("Franco Acquisition") is desirous of acquiring all right, title, and interest in and to, the Trademarks;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Paradise Foods does hereby transfer, assign, and convey unto Franco Acquisition, as the purchaser of Paradise Foods' business, all right, title and interest in and to the Trademarks, and all of the goodwill of the business of Paradise Foods associated therewith.

DATED: June 14, 2002

PARADISE FOODS, INC.

Signed, sealed and delivered
in the presence of:

By: _____

James M. Cook, IV
James M. Cook, IV, President

Delra L Portock

Notary Public

My commission expires: _____ MY COMMISSION EXPIRES AUG. 16, 2003

[NOTARIAL SEAL]

EXHIBIT A

Trademarks (and goodwill) Assigned by Paradise Foods, Inc. to Franco Acquisition Company, LLC

Registered Trademarks:

WHEN TASTE MATTERS, Registration No. 2536396
EAT IT UP (design plus words), Registration No. 2536397
HEAVENLY HAM "WHEN TASTE MATTERS." (design plus words), Registration No. 2558690
HEAVENLY HAM, Registration No. 1932836
A TASTE THAT IS OUT OF THIS WORLD, Registration No. 1655643
HEAVENLY HAM, Registration No. 1192233 (design plus words)
THAT MUSTARD FROM HEAVENLY HAM, Registration No. 2296191
MISCELLANEOUS DESIGN (diamond, halo and ribbon)(design only), Registration No. 2561719

Applications for Registration:

HEAVENLY HAM, Serial No. 76263927 (use in commerce application)

ASSIGNMENT OF REGISTERED TRADEMARKS AND APPLICATIONS

WHEREAS, PARADISE FOODS, INC., a Georgia corporation the address of which is Suite 100, 1100 Old Ellis Road, Roswell, Georgia 30376 ("Paradise Foods"), has adopted, and is using in connection with its business certain trademarks set forth on Exhibit A attached hereto, which are either registered or are the subject of applications for registration with the United States Patent and Trademark Office (the "Trademarks"); and

WHEREAS, FRANCO ACQUISITION COMPANY, LLC, a Georgia limited liability company the address of which is 5445 Triangle Parkway, Suite 400, Norcross, Georgia 30092 ("Franco Acquisition") is desirous of acquiring all right, title, and interest in and to, the Trademarks;

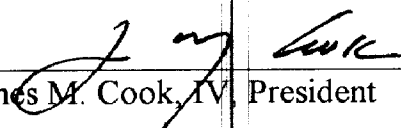
NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Paradise Foods does hereby transfer, assign, and convey unto Franco Acquisition, as the purchaser of Paradise Foods' business, all right, title and interest in and to the Trademarks, and all of the goodwill of the business of Paradise Foods associated therewith.

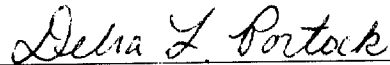
DATED: June 14, 2002

PARADISE FOODS, INC.

Signed, sealed and delivered
in the presence of:

By:


James M. Cook, IV, President



Notary Public

My commission expires: **MY COMMISSION EXPIRES AUG. 16, 2003**

[NOTARIAL SEAL]

EXHIBIT A

Trademarks (and goodwill) Assigned by Paradise Foods, Inc. to Franco Acquisition Company, LLC

Registered Trademarks:

WHEN TASTE MATTERS, Registration No. 2536396
EAT IT UP (design plus words), Registration No. 2536397
HEAVENLY HAM "WHEN TASTE MATTERS." (design plus words), Registration No. 2558690
HEAVENLY HAM, Registration No. 1932836
A TASTE THAT IS OUT OF THIS WORLD, Registration No. 1655643
HEAVENLY HAM, Registration No. 1192233 (design plus words)
THAT MUSTARD FROM HEAVENLY HAM, Registration No. 2296191
MISCELLANEOUS DESIGN (diamond, halo and ribbon)(design only), Registration No. 2561719

Applications for Registration:

HEAVENLY HAM, Serial No. 76263927 (use in commerce application)

TRADEMARK

RECORDED: 06/18/2002

REEL: 002578 FRAME: 0505