

09-12-2002



102219204

To the Honorable Commissioner

ached original documents or copy thereof.

1. Name of conveying party(ies): 8.19.02
BILL BAILEY MEAT PACKING CO., INC
& JAYNE BAILEY (COLLECTIVELY)
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State CALIFORNIA
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: BILL BAILEY'S FOODSCORP, INC.
Internal Address: 2731 S. SOTO AVE.
Address: _____
Street Address: SAME
City: LOS ANGELES State: CA Zip: 90023
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State DELAWARE
 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 _____
Execution Date: _____

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,927,743
2,011,354

Additional number(s) attached Yes No

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

Name: ROBERT J. SCHAAP
Internal Address: 21241 VENTURA BLVD.
SUITE 188
Street Address: SAME AS ABOVE
City: WOODLAND HILLS State: CA Zip: 91364

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 80.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
19-0258

(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.

ROBERT J. SCHAAP
Name of Person Signing

[Signature]
Signature

Aug. 14, 02
Date

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

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

09/11/2002 GTOM11 00000103 1927743

01 FC:481 40.00 OP
02 FC:482 25.00 OP

09/11/2002 GTOM11 0011230609
Name/Number: 1927743 \$15.00 CR
Repla. Ref: 09/11/2002
Bill: 19258
FC: 704

ASSIGNMENT OF INTELLECTUAL PROPERTY RIGHTS

This Assignment of Intellectual Property Rights is made as of this November 2, 1998 by BILL BAILEY MEAT PACKING CO., INC., a California corporation and JAYNE BAILEY, an individual (collectively, the "Sellers"), to BILL BAILEY'S FOODSCORP, INC., a Delaware corporation ("Buyer").

RECITALS

The Sellers are the owners of all right, title and interest in and to the following (collective, the "Marks): all of the trademarks, trade names, trade reputation, copyrights and business (the sale of which is governed by the Asset Purchase Agreement, dated as of October 30, 1998, among Sellers and Buyer (the "Asset Purchase Agreement"), including, without limitation, the "Bill Baileys" (Registration Number: 1,927,743; Registration Date: 10/17/95) and the "Baileys" (Registration Number: 2,011,354; Registration Date: 10/29/96) trademarks and any interest of Sellers in and to the "Azteca", "Anna Maria" and "Blarney Stone" names, trade names and/or trademarks.

The Sellers desire to transfer and assign to Buyer all of the Seller's right, title and interest in and to all of the Marks and the business goodwill symbolized thereby (the "Intellectual Property").

Buyer desires to acquire the Intellectual Property.

AGREEMENT

NOW THEREFORE, in consideration of the recitals set forth above and other good and valuable consideration, the receipt of which is hereby acknowledged, the Sellers hereby assign to Buyer all right, title and interest in and to the Intellectual Property and the goodwill of the business symbolized thereby, including, without limitation, the United States registrations therefore and all extensions thereto and re-issues thereof and all foreign counterparts thereto, and all claims for damages and/or injunctive relief be reason of past infringement of any of the Intellectual Property, with the right to sue for and collect the same for its own account and use.

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Executed at Los Angeles, California, this 2nd day of November,
1998.

BILL BAILEY MEAT PACKING CO., INC.

By: Jayne Bailey
Name: Jayne Bailey
Its: Chief Executive Officer

JAYNE BAILEY

Jayne Bailey

BILL BAILEY'S FOODSCORP, INC.

By: Haskell
Name: Henry Haskell
Its: President

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