

02-20-2003



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TRADEMARKS ONLY
Attorney's Do. No. 9628-038

2-19-03

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Box Assignments
Commissioner of Patents and Trademarks
Washington, DC 20231

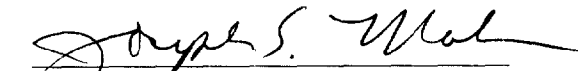
Please record the attached original document or copy thereof and return the recorded instrument to the undersigned.

1. Name of party conveying an interest: Val Limited
2. Name and address of party receiving an interest: Valentino's of America, Inc.
P. O. Box 6206
Lincoln, NE 68506-0206
3. Description of the interest conveyed:
 Assignment Change of Name Security Agreement Merger
4. Application No. or Trademark Reg. No.
A. Trademark Application No. B. U.S. Trademark Reg. No. 1,210,072 (VALENTINO'S)
5. Name and address of party to whom correspondence concerning document should be mailed:

Joseph S. Makuch
MARGER JOHNSON & McCOLLOM, P.C.
1030 S.W. Morrison Street
Portland, Oregon 97205
Telephone: (503) 222-3613
6. Number of applications and trademarks involved: 1
7. Enclosed is PTO-2038 form in the amount of \$40.00 for the assignment recordal fee.
8. Any deficiency or overpayment should be charged or credited to deposit account number 13-1703.
9. Date of execution of attached document: February 12, 2003
10. 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.

Respectfully submitted,

MARGER JOHNSON & McCOLLOM, P.C.


Joseph S. Makuch
Reg. No. 39,286

Dated: February 18, 2003

02/20/2003 DBYRNE 00000030 1210072

01 FC:8521 40.00 OP
02 FC:8523 120.00 OP

MARGER JOHNSON & McCOLLOM, P.C.
1030 SW Morrison Street
Portland, OR 97205
(503) 222-3613

Total number of pages comprising
cover sheet and attached assignment: 2

ASSIGNMENT OF TRADEMARK

WHEREAS, Val Limited, a Nebraska corporation, whose business address is 2601 S. 70th Street, Lincoln, Nebraska 68506, has adopted, used and is using the trademark VALENTINO'S, U.S. Registration No. 1,210,072, issued September 21, 1982, under the Trademark Act of 1946, and

WHEREAS, Valentino's of America, Inc. has acquired certain assets of Val Limited, including said mark and is desirous of acquiring the registration thereof;

NOW, THEREFORE, in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Val Limited does hereby assign to Valentino's of America, Inc. all right, title and interest in and to the said mark and registration, together with the goodwill of the business symbolized by the registration thereof, and any and all claims for any infringement thereof, and warrants that it has the right to do so.

Executed at LINCOLN, NE, this 12TH day of FEB, 2003.

Val Limited, a Nebraska corporation
By: *Duane L. Thomas*
Duane L. Thomas, Secretary/Treasurer

STATE OF NEBRASKA)
) ss.
COUNTY OF Lancaster)

This 12th day of February, 2003, before me personally appeared the above-named Duane L. Thomas known to me to be the Secretary/Treasurer of Val Limited, who executed the foregoing instrument in my presence, and who acknowledged to me that Duane L. Thomas executed the same of his own free will on behalf of Val Limited for the purposes set forth therein.

[SEAL]

Shelly K Falkinburg
Notary Public for State of Nebraska
My commission expires: Aug 3, 2004

