

FORM PTO-1594 (Modified)
(Rev. 8-93)
OMB No. 0551-0011 (exp. 4/04)
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TM05/REV03

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

Docket No.:
114481-002

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

1. Name of conveying party(ies):
World Brands, Inc.
7711 Gross Point Road
Skokie, Illinois 60077-2697

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

Additional names(s) of conveying party(ies) Yes No

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

Name: **Topco Holdings, Inc.**

Internal Address: _____

Street Address: **7711 Gross Point Road**

City: **Skokie** State: **IL** ZIP: **60077**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other **Wisconsin co-operative corporation**

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **October 29, 2001 (Effective Date)**

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

A. Trademark Application No.(s)

Additional numbers Yes No

B. Trademark Registration No.(s)

2,132,765 2,063,615
2,132,740
1,989,357

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

Name: **Carol A. Genis, Esq.**

Internal Address: **Bell, Boyd & Lloyd LLC**

Street Address: **P.O. Box 1135**

City: **Chicago** State: **IL** ZIP: **60690**

6. Total number of applications and registrations involved:..... **4**

7. Total fee (37 CFR 3.41):.....\$ **\$115.00**


Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

02-1818

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.

Julie D. Cromer  **April 11, 2003**

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and

TRADE MARK

ASSIGNMENT OF TRADEMARKS

WHEREAS, **WORLD BRANDS, INC.**, an Illinois corporation having its principal offices at 7711 Gross Point Road, Skokie, Illinois, 60077-2697, has adopted, used, is using and is the owner of the following trademarks, now registered in the United States Patent and Trademark Office:

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date:</u>
GREAT TASTE... SENSIBLY GOOD	2,132,765	January 27, 1998
GREAT TASTE... SENSIBLY GOOD	2,132,740	January 27, 1998
WORLD BRANDS SENSIBLES	1,989,357	July 23, 1996
WORLD BRANDS SENSIBLES	2,063,615	May 20, 1997

WHEREAS, **TOPCO HOLDINGS, INC.**, a Wisconsin cooperative corporation, having its principal offices at 7711 Gross Point Road, Skokie, Illinois, 60077-2697, is desirous of acquiring said trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, **WORLD BRANDS, INC.** hereby assigns to **TOPCO HOLDINGS, INC.** all right, title and interest in and to said trademarks, together with the goodwill of the business symbolized by said trademarks, all causes of action for damages by reason of past, present or future infringement thereof, and all income, royalties or payments due as of the date hereof or hereafter. This assignment shall be deemed effective as of October 29, 2001.

DATED this 11 day of April, 2003.

WORLD BRANDS, INC.

By: Steven K. Lauer
Steven K. Lauer

Title: Vice President/Secretary/Treasurer

STATE OF Illinois)
COUNTY OF Cook) ss:

On this 11 day of April, 2002, Steven K. Lauer and
_____ personally appeared before me, who are known by me to be the
Vice President and Secretary/Treasurer of WORLD BRANDS, INC., the assignor
above named, and acknowledged that they executed the foregoing Assignment of Trademarks on
behalf of said assignor and pursuant to authority duly received.

Notary Public:

Kathleen Hartnett

My Commission Expires:

2-1-2004

