

Form PTO-1594
(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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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):

Beta Brands Incorporated

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: April 30, 2003

2. Name and address of receiving party(ies)

Name: Beta Brands Limited

Internal

Address: 1156 Dundas Street East

Street Address: London, Ontario, CANADA

City: _____ State: _____ Zip: N5W 5Y4

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State CANADA
- 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

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

A. Trademark Application No.(s) 76419984;

76407312; 76407305; 76419986

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: Thomas P. Arden

Internal Address: Holland & Knight LLC

Street Address: 131 South Dearborn, 30th Floor

City: Chicago State: IL Zip: 60603

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:

13-0045

DO NOT USE THIS SPACE

9. Signature.

Thomas P. Arden

Name of Person Signing



Signature

May 9, 2003

Date

Total number of pages including cover sheet, attachments, and document: 9

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

ASSIGNMENT OF TRADE-MARKS

WHEREAS, Beta Brands Incorporated, the full post office address of whose principal office or place of business is 1156 Dundas Street East, London, Ontario N5W 5Y4, (the "Assignor"), is the owner of the trade-marks listed in the attached Schedule A (the "Trade-marks");


AND WHEREAS, Beta Brands Limited, the full post office address of whose principal office or place of business is 1156 Dundas Street East, London, Ontario N5W 5Y4, (the "Assignee"), is desirous of acquiring from the Assignor the whole right, title and interest in and to the Trade-marks together with the goodwill of the business carried on in association with the Trade-marks;

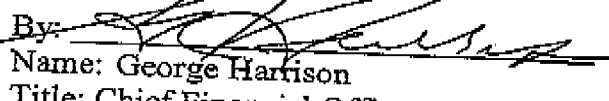
NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the parties hereto, the Assignor by these presents does sell, assign and transfer unto the Assignee, its successors and assigns, all of the Assignor's right, title and interest in and to the Trade-marks and the goodwill of the business carried on in association with the Trade-marks, together with all right of action resulting from any adverse use of the Trade-marks or any confusingly similar trade-marks and the right to claim such relief as is appropriate, the same to be held by the Assignee, its successors and assigns as fully and effectually as they would have been held by the Assignor had this sale, assignment and transfer not been made.

The Assignor will execute such further documents and do all such other acts and things as may be reasonably necessary to evidence the change of ownership of the Trade-marks to Assignee.

EXECUTED at Toronto, as of the 30th day of April, 2003.

BETA BRANDS INCORPORATED

By: 
Name: Stephen Hummel
Title: Chief Operating Officer

By: 
Name: George Hartison
Title: Chief Financial Officer & Secretary

TRADEMARK
REEL: 002647 FRAME: 0524

PROVINCE OF ONTARIO

COUNTY OF _____) SS

Signed and sworn (or affirmed) to before me on April 30/03 (date) by
Stephen Hummel & George Harrison (name of person) as
officers (type of authority, e.g., officer,
trustee, etc.) of BETA BRANDS INCORPORATED (name of
party on behalf of whom instrument was executed).

(Seal)

[Signature]
Signature of Notary Public

My Commission Expires: does not [Signature]

SCHEDULE A

U.S. TRADE-MARKS

Trade-Mark	App. No.	App. Date
BETA BRANDS	76/419,984	June 13, 2002
BETABRANDS	76/407,312	May 13, 2002
BETABRANDS & Design	76/407,305	May 13, 2002
BETA BRANDS	76/419,986	June 13, 2002

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

WASHINGTON, D.C. 20231

Mark: BETA BRANDS
Serial. No. 76/419,984
Registrant: Beta Brands Limited
1156 Dundas Street East
London, Ontario N5W 5Y4
CANADA

DOMESTIC REPRESENTATIVE OF FOREIGN REGISTRANT

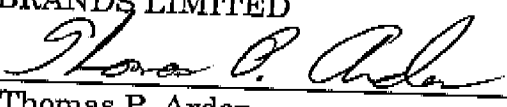
The undersigned hereby appoints Scott W. Petersen, Todd S. Parkhurst, Louis Steadman, Jr., Thomas P. Arden, and Elayna T. Pham, members of the Bar of the State of Illinois, and of the firm of Holland & Knight LLC, as domestic representatives of registrant, Beta Brands Limited, to file and receive all documents relating to Registration No. 1,871,462 and to transact all business in the Patent and Trademark Office in connection therewith, including filing and receiving notice of the recordal of the release filed herewith.

Registrant requests that all correspondence be sent to Thomas P. Arden, whose postal address is Holland & Knight LLC, 131 S. Dearborn St., 30th Floor, Chicago, Illinois 60603, and who is designated as registrant's representative on whom notices or process in proceedings affecting the mark may be served.

All prior designations of domestic representation with respect to these trademark registrations are rescinded.

Dated: May 8, 2003

BETA BRANDS LIMITED

By: 
Name: Thomas P. Arden
Title: Attorney for Registrant

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

WASHINGTON, D.C. 20231

Mark: BETA BRANDS
Serial. No. 76/407,312
Registrant: Beta Brands Limited
1156 Dundas Street East
London, Ontario N5W 5Y4
CANADA

DOMESTIC REPRESENTATIVE OF FOREIGN REGISTRANT

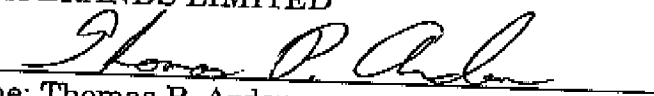
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Dated: May 8, 2003

BETA BRANDS LIMITED

By: 
Name: Thomas P. Arden
Title: Attorney for Registrant

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

WASHINGTON, D.C. 20231

Mark: BETA BRANDS & Design
Serial. No. 76/407,305
Registrant: Beta Brands Limited
1156 Dundas Street East
London, Ontario N5W 5Y4
CANADA

DOMESTIC REPRESENTATIVE OF FOREIGN REGISTRANT

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Dated: May 8, 2003

BETA BRANDS LIMITED

By: Thomas P. Arden
Name: Thomas P. Arden
Title: Attorney for Registrant

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

WASHINGTON, D.C. 20231

Mark: BETA BRANDS
Serial No. 76,419,986
Registrant: Beta Brands Limited
1156 Dundas Street East
London, Ontario N5W 5Y4
CANADA

DOMESTIC REPRESENTATIVE OF FOREIGN REGISTRANT

The undersigned hereby appoints Scott W. Petersen, Todd S. Parkhurst, Louis Steadman, Jr., Thomas P. Arden, and Elayna T. Pham, members of the Bar of the State of Illinois, and of the firm of Holland & Knight LLC, as domestic representatives of registrant, Beta Brands Limited, to file and receive all documents relating to Registration No. 1,871,462 and to transact all business in the Patent and Trademark Office in connection therewith, including filing and receiving notice of the recordal of the release filed herewith.

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By: Thomas P. Arden
Name: Thomas P. Arden
Title: Attorney for Registrant

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