

11/26/03

12-02-2003

Form PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

102612232

original documents or copy thereof.

To the Honorable Commissioner of Pate
1. Name of conveying party(ies):
Chocolate for Charity Inc.
 Individuals 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: Barry Callebaut Canada, Inc.
Internal Address: _____
Street Address: 2950 Nelson Street, Saint-Hyacinthe
City: Quebec State: Canada ZIP: J2S1YZ
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation- Canadian
Other _____

3. Nature of conveyance:
 Assignment Merger
 Security Interest Change of Name
 Other _____
Execution Date: July 8, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Additional numbers attached? Yes No

Trademark Registration No.(s)
2198530

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Meredith Schorr
Internal Address: White & Case LLP
Street Address: 1155 Avenue of the Americas
City: New York State: New York ZIP: 10036

6. Total number of applications and registration involved 1

7. Total fee (37 CFR 3.41): \$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-1705 (in event of deficiency)
(Attach duplicate copy of this page if paying by deposit account)

12/01/2003 DBYRNE 00000148 2198530
01 FC:0521 40.00 DP

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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.
Meredith Schorr
Name of Person Signing

Meredith Schorr 11/26/03
Signature Date
Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:
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Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

ASSIGNMENT OF TRADE-MARK AND DESIGN

WHEREAS CHOCOLATE FOR CHARITY INC. (hereinafter the "Assignor") is the owner of the following registered trade-mark:

<u>Trade-Mark</u>	<u>Application Number</u>	<u>Registration Number</u>
"C CHOCOLATES FOR CHARITY & DESIGN"	75/390,098	2,198,530

(hereinafter the "Trade-mark"); and

WHEREAS BARRY CALLEBAUT CANADA INC., the full post office address of whose principal office or place of business is 2950 Nelson Street, Saint-Hyacinthe, Quebec, Canada J2S 1Y7 (hereinafter the "Assignee") wishes to acquire the said Trade-mark.

NOW THEREFORE, THESE PRESENTS WITNESSETH THAT:

In consideration of the sum of ONE DOLLAR (\$1.00) and for other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, the Assignor does hereby assign and transfer unto the Assignee, all its rights, title and interest in and to the Trade-mark, together with the goodwill attached thereto.

EXECUTED at Los Angeles, State of California, as of the 17th day of July, 2003.

CHOCOLATES FOR CHARITY, INC.

By: Joan Steuer
Name: JOAN STEUER
Title: President

EXECUTED at St-Hyacinthe, Province of Québec, as of the 8th day of July, 2003.

BARRY CALLEBAUT CANADA INC.

By: Isabelle Eysseric
Name: Isabelle Eysseric
Title: Marketing Director

DESIGNATION OF DOMESTIC REPRESENTATIVE

White and Case LLP, whose postal address is 1155 Avenue of the Americas, New York, New York 10036, is hereby designated Assignee's representative upon whom notices of process in proceedings affecting the assignment and the registration may be served.

Dated: 15 October 2003

BARRY CALLEBAUT CANADA, INC. Assignee)

By []

Name: Aldo Zavagno

Title: Vice-President Finance