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SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL	
CONVEYING PARTY DATA			
Name		Formerly	Execution Date
Fearnow Bros., Inc.			07/28/1999
		Entity Type	
		CORPORATION: VIRGINIA	
RECEIVING PARTY DATA			
Name:		Castleberry's Food Company	
Street Address:		1621 Fifteenth Street	
City:		Augusta	
State/Country:		GEORGIA	
Postal Code:		30901	
Entity Type:		CORPORATION: GEORGIA	
PROPERTY NUMBERS Total: 2			
Property Type		Number	Word Mark
Registration Number:		1000317	HOPE FARM
Registration Number:		1002340	MRS. FEARNOW'S
CORRESPONDENCE DATA			
Fax Number:		(202)408-4400	
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:		202.408.4000	
Email:		docketing@finnegan.com	
Correspondent Name:		Finnegan Henderson et al.	
Address Line 1:		1300 I Street	
Address Line 4:		Washington, DISTRICT OF COLUMBIA 20005	
ATTORNEY DOCKET NUMBER:		05241.0999	
NAME OF SUBMITTER:		Monica Riva Talley	
Total Attachments: 4 source=0001907#page1.tif source=0001907#page2.tif source=0001907#page3.tif			

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ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS, dated as of July 28, 1999, is entered into by and between Fearnow Bros., Inc., a Virginia corporation ("Assignor"), and Castleberry's Food Company, a Georgia corporation ("Assignee").

Assignor is the exclusive owner of all of the right, title and interest in and to, and has adopted, used and is using the trademarks set forth in Exhibit A attached hereto (the "Marks").

Assignor has been issued the trademark registrations set forth in Exhibit B attached hereto by the U.S. Trademark Office (the "Registrations").

Assignor desires to transfer to Assignee, and Assignee desires to acquire from Assignor, the Marks and the Registrations, together with the goodwill of the business symbolized by the Marks.

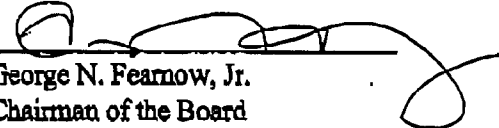
NOW THEREFORE, for and in consideration of the covenants and agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

1. Assignor hereby conveys, sells, transfers, assigns and delivers to Assignee, its successors and assigns, all the right, title and interest of Assignor in and to the Marks and the Registrations, together with the goodwill of the business symbolized by the Marks.
2. Assignee shall have all right to register, extend, renew, maintain, defend and enforce the Marks and the Registrations in its own name in the United States and any foreign country, and Assignor hereby agrees, at Assignee's sole cost and expense, to execute any documents and perform any acts to enable and assist Assignee to register, extend, renew, maintain, defend and enforce the Marks and the Registrations and to confirm or record this assignment in the United States and any foreign country.
3. Assignor hereby assigns to Assignee, its successors and assigns all causes of action and claims of infringement of the Marks under the trademark laws of the United States, foreign countries and international trademark conventions and treaties that have accrued to Assignor as of the date hereof.
4. This Assignment is executed and delivered in conjunction with that Asset Purchase Agreement between the parties and others, dated July 26, 1999.
5. Assignor hereby agrees that this Assignment shall be binding upon its successors and assigns.

IN WITNESS WHEREOF, the undersigned has caused this Assignment of Trademarks to be signed as of the date first appearing above.

FEARNOW BROS., INC.

By


George N. Fearnow, Jr.
Chairman of the Board

State of Virginia)

City of Richmond)

The foregoing instrument was acknowledged before me by George N. Fearnow, Jr.,
Chairman of the Board, for and on behalf Fearnow Bros., Inc. this 28th day of July, 1999.


Notary Public

My commission expires

May 31, 2002

23937

EXHIBIT A

Marks

FEARNOW BROS.
HOPE FARM
MRS. FEARNOW'S

EXHIBIT B

Registrations

1 Mark: HOPE FARM
Registration No.: 1000317
Registration Date: December 24, 1974
Renewal Date: January 21, 1994

2 Mark: MRS. FEARNOW'S
Registration No.: 1002340
Registration Date: January 21, 1975
Renewal Date: January 21, 1995