

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Caramelcrisp Corp.		06/21/2005	CORPORATION: ILLINOIS
RECEIVING PARTY DATA			
Name:	CaramelCrisp LLC		
Street Address:	676 N. St. Clair		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60611		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Serial Number:	78194448	KETTLECRISP	
Registration Number:	2000754	GARRETT POPCORN SHOPS	
Serial Number:	78480410	GARRETT POPCORN SHOPS A CHICAGO TRADITION SINCE 1949	
Registration Number:	1954774	CAMELCRISP	
Registration Number:	2033329	GARRETT POPCORN SHOPS	
CORRESPONDENCE DATA			
Fax Number:	(312)332-6376		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312 332 1506		
Email:	kthompson@davismcgrath.com		
Correspondent Name:	Kevin A. Thompson		
Address Line 1:	125 S. Wacker Dr., Suite 1700		
Address Line 2:	Davis McGrath LLC		
Address Line 4:	Chicago, ILLINOIS 60606		

OP \$140.00 78194448

NAME OF SUBMITTER:	Kevin A. Thompson
Signature:	/kevinathompson/
Date:	10/04/2005
Total Attachments: 5 source=Assignment#page1.tif source=Assignment#page2.tif source=Assignment#page3.tif source=Assignment#page4.tif source=Assignment#page5.tif	

ASSIGNMENT OF UNITED STATES TRADEMARKS,

AND

REGISTRATIONS

AND PENDING APPLICATIONS FOR REGISTRATION THEREOF

WHEREAS, CAMEL CRISP CORP., a corporation organized and existing under the laws of the State of Illinois, having a place of business at 676 N. St. Clair, Chicago, IL 60611, as assignor ("ASSIGNOR"), has acquired, adopted, and used, and thereby owns, all rights, title, and interests in and to the trademarks and registrations thereof, and applications for registration thereof, identified in Exhibit A attached hereto and by this reference incorporated herein (the "Marks," "Registrations," and "Applications," respectively), along with any goodwill associated therewith; and

WHEREAS, pursuant to that certain agreement entitled, "Asset Purchase Agreement" entered into by and between ASSIGNOR and CC Acquisition 2005, LLC, as assignee ("ASSIGNEE"), a limited liability company organized and existing under the laws of the State of Illinois (the "Asset Purchase Agreement"), ASSIGNOR has agreed to assign to ASSIGNEE, or its designee, its entire rights, title, and interests in and to the Marks, Registrations, and Applications, along with any goodwill associated therewith (collectively referred to herein as the "Assigned Rights").

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, ASSIGNOR does hereby sell, assign, convey, and transfer to ASSIGNEE, its successors, assigns, and legal representatives, its full and entire rights, title, and interests in and to the Assigned Rights identified in Exhibit A, and the goodwill associated therewith, the same to vest in ASSIGNEE.

ASSIGNOR hereby agrees that ASSIGNEE shall have the right to record this instrument of assignment in the United States Trademark Office so as to establish ASSIGNEE as owner of record of the Assigned Rights in the United States.

ASSIGNOR further agrees, at the request of ASSIGNEE and without charge or cost to ASSIGNEE (other than reimbursement of out-of-pocket expenses which are reasonably incurred), to: (i) execute and have executed any and all other documents of any kind whatsoever, and to provide any information that is in ASSIGNOR's possession or under its control that may be reasonably required to carry out the terms and intent of this Assignment; and (ii) fully cooperate with ASSIGNEE, as reasonably required, to enable ASSIGNEE to duly record this instrument of assignment with the United States Patent and Trademark Office so that ASSIGNEE's ownership of the Assigned Rights is duly made of record in the United States.

Notwithstanding anything to the contrary herein, ASSIGNOR makes no representation or warranties regarding the Assigned rights, except as and to the extent set forth in the Asset Purchase Agreement. This Assignment is subject and subordinate to all of the terms and provision of the Asset Purchase Agreement, and in the event of any conflict between any term or provision hereof and any term or provision of the Asset Purchase Agreement, the latter shall control.

SCHEDULE A

Registered Trademarks and Pending Applications			
Mark	Filing Date /Registration Date	Serial No./ Reg. No.	Status
GARRETT circle logo	September 8, 2004	78/480410	Newly filed application
CETTLECRISP	December 13, 2002	78/194437	Notice of Allowance issued
KETTLECRISP	December 13, 2002	78/194448	Extension of time to file an opposition
CRISPYCORN	May 9, 2003	78/247945	Refused to register
GARRETT POPCORN SHOPS	September 17, 1996	2,000,754	Registered
CARAMELCRISP	February 6, 1996	1,954,774	Registered
GARRETT POPCORN SHOPS	January 28, 1997	2,033,329	Registered

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Delaware

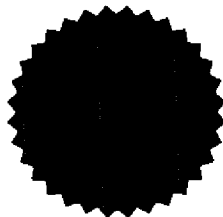
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CC ACQUISITION 2005 LLC", CHANGING ITS NAME FROM "CC ACQUISITION 2005 LLC" TO "CAMELCRISP LLC", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JUNE, A.D. 2005, AT 6:11 O'CLOCK P.M.

3960573 8100

050522213



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3971737

DATE: 06-23-05

TRADEMARK

REEL: 003170 FRAME: 0049

CERTIFICATE OF AMENDMENT

OF

CC ACQUISITION 2005 LLC

- 1. The name of the limited liability company is CC ACQUISITION 2005 LLC.
- 2. The Certificate of Formation of the limited liability company is hereby amended as follows:

Article 1: The name of the limited liability company is CAMEL CRISP LLC

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of CC ACQUISITION 2005 LLC this 21 day of June, 2005.

CC ACQUISITION 2005 LLC

By: Cellular Communications Corp., its
Manager

By: 
Lance M. Chody, President

DELLCamd.wpd

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 06:19 PM 06/22/2005
 FILED 06:11 PM 06/22/2005
 SRV 050522213 - 3960573 FILE