

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	06/01/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
PICO Franchising, LLC		12/09/2005	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	Popcorn, Indiana LLC
Street Address:	1100 Valley Brook Road
City:	Lyndhurst
State/Country:	NEW JERSEY
Postal Code:	07071
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Serial Number:	78435953	DALE & THOMAS POPCORN
Serial Number:	78413644	POPSHOTS

**CORRESPONDENCE DATA**

Fax Number: (202)662-6291  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 202-662-5188  
 Email: trademarks@cov.com  
 Correspondent Name: Bingham B. Leverich, Esq.  
 Address Line 1: 1201 Pennsylvania Avenue, N .W.  
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	029446.00101
NAME OF SUBMITTER:	Cheryl L. Fountain/Paralegal Specialist

CH \$65.00 78435953

Signature:

/cherylfountain/

Date:

12/13/2005

Total Attachments: 2

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**ASSIGNMENT OF MARKS NUNC PRO TUNC**

THIS ASSIGNMENT OF MARKS, effective as of June 1, 2005, is by and between PICO Franchising, LLC, a Delaware limited liability company located and doing business at 1100 Valley Brook Road, Lyndhurst, New Jersey 07071 ("Assignor"), and Popcorn, Indiana, LLC, a Delaware limited liability company located and doing business at 1100 Valley Brook Road, Lyndhurst, New Jersey 07071 ("Assignee").

WHEREAS, Assignor, a wholly owned subsidiary of Assignee, is the owner of the marks identified in Schedule A attached hereto (the "Marks") and is the owner of the pending applications for federal registration of the Marks as identified in Schedule A attached hereto; and

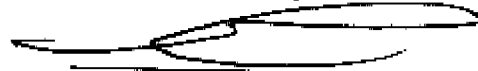
WHEREAS, Assignee is desirous of acquiring the Marks and the federal registration applications thereof;

NOW THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee nunc pro tunc and effective June 1, 2005, all right, title, and interest in, to and under the Marks, and the federal registration applications thereof, identified in Schedule A attached hereto, together with the good will of the business associated with, and symbolized by, the said Marks.

In connection with the foregoing, Assignor hereby confirms that it is the owner of the said Marks and that Assignee is the successor to that portion of Assignor's business to which the Marks pertain, which portion is ongoing and existing. Assignor agrees to take all such further actions, and to execute any and all such further documents and instruments, as may be necessary or desirable to confirm the assignment executed hereby.

Assignor  
PICO Franchising, LLC

By:



Name: Warren Struhl

Title: \_\_\_\_\_

Dated: December 9, 2005

State of New Jersey )  
County of \_\_\_\_\_ )

On \_\_\_\_\_ day of \_\_\_\_\_, 2005, before me, the undersigned Notary Public, personally appeared \_\_\_\_\_ known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon whose behalf of which the person acted, executed the instrument.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

DC: 1824079-5

**SCHEDULE A**

**MARK**

**APPLICATION SERIAL NO.**

DALE & THOMAS POPCORN

78/435,953

POPSHOTS

78/413,644