

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	to correct an error in a previously recorded document (Reel/Frame 3427/0762) that erroneously affects the identified registration (Reg. # 111024)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sonoma Foods, Inc.	FORMERLY Galaxy Products, Inc.	09/17/1991	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Sonoma Foods, Inc.
Street Address:	670 West Napa Street
Internal Address:	Suite G
City:	Sonoma
State/Country:	CALIFORNIA
Postal Code:	95476
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1111024	THE SONOMA CHEESE FACTORY

CORRESPONDENCE DATA

Fax Number: (925)944-9701
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 9259449700
 Email: kallen@sblp.com
 Correspondent Name: Kathryn J. Allen, Esq.
 Address Line 1: 1333 N. California Blvd.
 Address Line 2: Suite 350 (SBLLP)
 Address Line 4: Walnut Creek, CALIFORNIA 94596

ATTORNEY DOCKET NUMBER:	30053.069 CORRECT ASSIGN
NAME OF SUBMITTER:	Kathryn J. Allen, Attorney of Record

CH \$40.00 1111024

Signature:	/kallen/
Date:	06/28/2007
Total Attachments: 13 source=20070628124416#page1.tif source=20070628124416#page2.tif source=20070628124416#page3.tif source=20070628124416#page4.tif source=20070628124416#page5.tif source=20070628124416#page6.tif source=20070628124416#page7.tif source=20070628124416#page8.tif source=20070628124416#page9.tif source=20070628124416#page10.tif source=20070628124416#page11.tif source=20070628124416#page12.tif source=20070628124416#page13.tif	

DECLARATION OF C. DAVID VIVIANI

I, C. David Viviani, state and declare:

1. I am an officer and owner of Sonoma Foods, Inc., dba Sonoma Cheese Company ("Sonoma Foods"), successor in interest to Galaxy Products, Inc., and make this Declaration in support of Sonoma Foods' filing to correct an error in a previously recorded document that erroneously affects Sonoma Foods' registered trademark for THE SONOMA CHEESE FACTORY & design (bullhead), Reg. No. 1111024. I have personal knowledge of and am familiar with the facts set forth below in this Declaration, except as to those matters stated on information and belief, which I am informed and believe are correct.

2. I have been an owner and officer of Sonoma Foods continuously since 1968, and worked for the company, previously known as Galaxy Products, Inc., prior to that time. Galaxy Products, Inc. is the original registrant of the subject trademark (THE SONOMA CHEESE FACTORY & design (bullhead), Reg. No. 1111024), which was properly assigned by name change to Sonoma Foods, Inc. effective September 17, 1991 and duly recorded with the USPTO on October 18, 1991 (Reel/Frame 0820/0305). Sonoma Foods, Inc. has not changed its name since.

3. As of late 2001, I was the President and director of Sonoma Foods, and L. Peter Viviani was a Vice President, director, and CFO of Sonoma Foods (until his resignation effective December 31, 2001).

4. As of late 2001, Sonoma Foods owned and employed various federal and state trademarks and trade names utilizing the word "Sonoma" in connection with cheese products, distribution, retail, and wholesale sales, including the trademark which is the subject of this Declaration, THE SONOMA CHEESE FACTORY & design (Reg. No. 1,111,024) – the design being Sonoma Foods' distinctive bull head logo long used on its cheese products. (Sonoma Foods also owns and uses the trademark, SONOMA

1 in class 29 for cheese [Reg. No. 1334539 on the principal register]).

2 5. In the latter part of 2001, Peter Viviani proposed, and we then agreed, to
3 separate the retail deli from the manufacturing/distributing divisions of Sonoma Foods
4 into separate business operations, effective at year-end 2001. We agreed that I would
5 continue to own and operate Sonoma Foods, Inc., the cheese company that had
6 manufactured, packaged, distributed, and sold various lines of Sonoma cheese products
7 since the 1930's, and that a new, separate company, created and owned by Peter
8 Viviani, would be formed to direct and control one retail delicatessen operation in
9 Sonoma, California using the service mark "The Sonoma Cheese Factory."

10 6. Accordingly, in late 2001, Peter Viviani formed a new limited liability
11 company, Sonoma Cheese Factory, LLC ("Factory"), to run the retail deli operation in
12 Sonoma. As a result of our discussions and agreements for the separation of the retail
13 from the manufacturing/distributing operations of Sonoma Foods, the assets necessary
14 for the operation of the retail deli were transferred or spun off from Sonoma Foods to the
15 newly created limited liability company, Sonoma Cheese Factory, LLC, at the end of
16 2001 ("the transfer"). This separation and the transfer took place on or about December
17 31, 2001.

18 7. In particular, Peter Viviani and I agreed that only 3 service marks,
19 necessary for the continued operations of the retail deli (and far less important to the
20 continued manufacturing/distributing operations of Sonoma Foods), would be assigned
21 to Peter's new company (Factory) for *retail* use. Those marks were:

- 22 a) United States Registration Number 1,388,303 under Class 42 (for
23 restaurant, catering, and carry-out food services, and retail store, and
24 related operations) for "The Sonoma Cheese Factory."
25 b) California Registration Number 21143 under Class 100 (for restaurant,
26 catering, and carry-out food services, and retail store, and related
27 operations) for "The Sonoma Cheese Factory."
28 c) United States Registration Number 1,748,715 under Class 30 (which
includes bread products) (for sandwiches) for "Sonoma Deli."

8. The above services marks are hereinafter collectively referred to as "the

1 service marks.” The service marks are used to identify and brand the retail store itself,
2 and the retail nature of its service business, while the various class 29 trademarks
3 retained by Sonoma Foods (including the subject trademark) are used to identify and
4 brand Sonoma Foods’ cheese *products*, which are exclusively made, packaged, and
5 sold wholesale by Sonoma Foods. Factory does not produce or manufacture *any*
6 cheese products. In summary, only the service marks for “The Sonoma Cheese
7 Factory” were transferred to Factory, *not* the subject trademark in class 29 for cheese.

8 9. The parties documented the separation of the retail deli from the
9 manufacturing/distributing division of Sonoma Foods and resulting transfer of the service
10 marks. In particular, in late 2001, the parties prepared written corporate meeting
11 minutes dated December 31, 2001, to memorialize this separation, per the discussions
12 and agreements between Peter Viviani and myself (“the December 31 Minutes”). A true
13 and correct copy of these December 31 Minutes is attached hereto, marked Exhibit 1,
14 and incorporated herein by reference.

15 10. The December 31 Minutes (Ex. 1) state that they were kept by Peter
16 Viviani, and accurately memorialized that the only marks being assigned from Sonoma
17 Foods to Factory were service marks “relating solely to the operation of the
18 delicatessen,” which were specifically identified in the schedule attached as Exhibit B to
19 the December 31 Minutes. Exhibit B to the December 31 Minutes shows that *only* the
20 service marks, and no others (including the class 29 trademark at issue), were assigned
21 to Factory:

- 22 a) United States Registration Number 1,388,303 under Class 42 (for
23 restaurant, catering, and carry-out food services, and retail store, and
24 related operations) for “The Sonoma Cheese Factory.”
25 b) California Registration Number 21143 under Class 100 (for restaurant,
26 catering, and carry-out food services, and retail store, and related
27 operations) for “The Sonoma Cheese Factory.”
28 c) United States Registration Number 1,748,715 under Class 30 (which
includes bread products) (for sandwiches) for “Sonoma Deli.”

11. On September 19, 2002, and consistent with the previous agreements with

1 Peter Viviani and Factory and the December 31 Minutes, Sonoma Foods executed
2 written assignments of the 3 service marks to be transferred to Factory, as described
3 above, which assignments were duly recorded with the USPTO and the State of
4 California on November 14, 2002. No additional marks or logos were supposed to be
5 transferred or assigned to Factory, and certainly not the class 29 trademark at issue.

6 12. Despite the lack of any agreement to transfer the trademark at issue, and
7 despite the fact that there was never any name change from Sonoma Foods, Inc. to
8 Sonoma Cheese Factory, LLC, Factory recorded a "name change" assignment with the
9 USPTO on November 14, 2006 (Reel/Frame 3427/0762). This erroneous and fraudulent
10 assignment alleges a "name change" from Sonoma Foods, Inc. to Sonoma Cheese
11 Factory, LLC, based on a document allegedly executed on September 17, 1991
12 (coincidentally, the same date of the name change from Galaxy Products, Inc. to
13 Sonoma Foods, Inc.). However, Factory was not even in existence in 1991, having only
14 been legally formed on December 19, 2001. Hence, there could not have been any
15 name change or assignment effective September 17, 1991. In fact, Sonoma Foods, Inc.
16 remains in business to this day; it never changed its name. In summary, there was
17 never any name change from Sonoma Foods, Inc. to Sonoma Cheese Factory, LLC,
18 only the December 31, 2001 separation and transfer of assets described above, which
19 did not include any transfer whatsoever of the class 29 trademark at issue.

20 13. On information and belief, counsel for Sonoma Foods, Inc., wrote to Factory
21 on December 21, 2006 requesting that it "reverse" the erroneous name change
22 assignment, but Factory failed to do so.

23 14. The true chain of title is as follows: On January 21, 1977, Sonoma Foods'
24 predecessor, Galaxy Products, Inc., registered THE SONOMA CHEESE FACTORY &
25 design (bullhead) in class 29 for cheese (Reg. No. 111024). On October 18, 1991,
26 original registrant Galaxy Products, Inc., properly recorded an assignment by name
27 change to Sonoma Foods, Inc. (Reel/frame 0820/0305). This is the *only* assignment that
28 should have ever been recorded with respect to the trademark at issue.

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15. The true and correct current owner of THE SONOMA CHEESE FACTORY & design (bullhead) (Reg. No. 111024) is Sonoma Foods, Inc. The fraudulent assignment recorded by Factory on November 16, 2006 (Reel/Frame 3427/0762) should be "reversed" immediately in order to restore ownership to the true owner. The chain of title for this registration should not be considered altered by Factory's incorrect assignment or name change. The last correct assignee, Sonoma Foods, Inc., has been and continues to be the true owner of the registration at issue, THE SONOMA CHEESE FACTORY & design (bullhead) (Reg. No. 111024).

16. I declare under penalty of perjury under the laws of the United States of America and the State of California that the foregoing is true and correct and of my own personal knowledge, except as to those matters stated upon the basis of information and belief or understanding, and as to those matters, I am informed and believe and understand that they are true and correct.

Executed this 28 day of June, 2007, at Sonoma, California.



C. David Viviani

EXHIBIT "1"

MINUTES OF SPECIAL MEETING OF
 DIRECTORS OF
 SONOMA FOODS, INC.
 A California Corporation

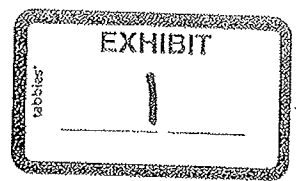
A special meeting of the directors of SONOMA FOODS, INC., a California corporation, was held on December 31, 2001, at the offices of the corporation, Sonoma, California, pursuant to Consent and Waiver of Notice.

L. Peter Viviani and C. David Viviani, being all of the Directors of the corporation, were present.

C. David Viviani acted as Chairman of the meeting, and L. Peter Viviani kept the minutes thereof.

The Chairman announced that the purpose of the meeting was to discuss the corporation's formation of a wholly owned California limited liability company and contribution of the corporation's delicatessen operation into that limited liability company and to discuss the redemption of certain shares of stock of the corporation.

The Chairman discussed the benefits to the corporation and its shareholders of forming a wholly owned California limited liability company (hereinafter referred to as "Sonoma Cheese Factory, LLC") and contributing to Sonoma Cheese Factory, LLC all of



the assets and liabilities relating to the Corporation's ownership and operation of its delicatessen at 2 Spain Street, Sonoma, California, including certain trademarks of the corporation relating solely to the operation of the delicatessen. After discussion, and on motion duly made and seconded, the following resolutions were adopted:

RESOLVED, that the corporation form a California limited liability company with the name of Sonoma Cheese Factory, LLC;

FURTHER RESOLVED, that the directors of the Corporation consent to and approve the filing of Articles of Organization with the California Secretary of State for Sonoma Cheese Factory, LLC and further consent to and approve all other actions of the officers of the corporation in forming said limited liability company;

FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized to prepare, file, and execute for and on behalf of the corporation all such documents and take such other actions as they deem necessary or advisable to properly form Sonoma Cheese Factory, LLC;

FURTHER RESOLVED, that the corporation contribute to Sonoma Cheese Factory, LLC all of the assets and liabilities relating to the Corporation's ownership and operation of its delicatessen at 2 Spain Street, Sonoma, California, including certain trademarks of the corporation relating solely to the operation of the delicatessen, which assets and liabilities, including the aforementioned trademarks, are more specifically set forth in the documents attached to these minutes as Exhibit A and Exhibit B, such documentation having been presented to the directors at this Special Meeting; and

FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized to prepare, file, and execute for and on behalf of the corporation all such documents and take such other actions as they deem necessary or advisable to capitalize Sonoma Cheese Factory, LLC in the manner contemplated in these resolutions.

The Chairman then discussed the benefits to the corporation and its shareholders of redeeming all of the shares of stock of the corporation owned by the Lawrence P. Viviani and Jacquelyn R. Viviani Family Trust dated 2/22/83 in exchange for all of the

Corporation's ownership interest in Sonoma Cheese Factory, LLC. After discussion, and on motion duly made and seconded, the following resolutions were adopted:

RESOLVED, that, following the capitalization of Sonoma Cheese Factory, LLC as previously authorized, the corporation redeem of all of the shares of stock of the corporation owned by the Lawrence P. Viviani and Jacquelyn R. Viviani Family Trust dated 2/22/83 in exchange for the corporation's entire ownership interest in Sonoma Cheese Factory, LLC; and

FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized to prepare, file, and execute for and on behalf of the corporation all such documents and take such other actions as they deem necessary or advisable to redeem the corporation's shares held by the Lawrence P. Viviani and Jacquelyn R. Viviani Family Trust dated 2/22/83 in exchange for the corporation's entire ownership interest in Sonoma Cheese Factory, LLC.

The Chairman then noted that as a result of the redemption of the corporation's shares from the Lawrence P. Viviani and Jacquelyn R. Viviani Family Trust dated 2/22/83, L. Peter Viviani had submitted his resignation as the Vice President, Chief Financial Officer, and Secretary of the corporation. After discussion, and on motion duly made and seconded, the following resolution was adopted:

RESOLVED, that the corporation accepts the resignation of L. Peter Viviani as the Vice President, Chief Financial Officer, and Secretary of the Corporation effective December 31, 2001.

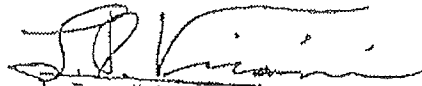
The Chairman then noted that following the resignation of L. Peter Viviani, the offices of Vice President, Chief Financial Officer, and Secretary of the corporation were vacant. After discussion, and on motion duly made and seconded, the following resolution was adopted:

RESOLVED, that C. David Viviani is elected as the Vice President, Chief Financial Officer, and Secretary of the corporation effective December 31, 2001.

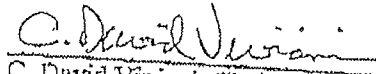
The Chairman then noted that as a result of the redemption of the corporation's shares from the Lawrence P. Viviani and Jacquelyn R. Viviani Family Trust dated 2/22/83, L. Peter Viviani had submitted his resignation as a director of the corporation. After discussion, and on motion duly made and seconded, the following resolution was adopted:

RESOLVED, that the corporation accepts the resignation of L. Peter Viviani as a director of the corporation effective December 31, 2001.

There being no further action to come before the meeting, the meeting was adjourned.


L. Peter Viviani, Secretary

Attest:


C. David Viviani, Chairman

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WAIVER OF NOTICE AND CONSENT TO HOLDING
SPECIAL MEETING OF DIRECTORS OF
SONOMA FOODS, INC.
A California Corporation

We, the undersigned, being all of the directors of SONOMA FOODS, INC., a California corporation, and desiring to hold the special meeting of directors of said corporation for the purposes of transacting such business as may be brought before us, do hereby waive notice of said meeting and consent to the holding thereof on December 31, 2001, at the offices of the corporation, Sonoma, California, and do further agree that any business transacted at said meeting shall be as valid and legal and of the same force and effect as though said meeting were held after notice duly given.

WITNESS our signatures as of the 31st day of December, 2001.

C. David Viviani
C. David Viviani, Director
L. Peter Viviani
L. Peter Viviani, Director

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EXHIBIT A

As of 02/18/02

* LINE ITEMS
ITEMS WILL NO
BE TRANSFERRED
FROM LLC

ASSETS

	Debit	Credit
Cash Fund - Store		3,400.00 ✓
Sonoma Valley Bank - Payroll		30,884.08 ✓
Sonoma Valley Bank - Credit Cards		81,175.78 ✓
? - Cash Value Officers Life		8,256.92 ✓
Accounts Receivable - Store		1,484.42 ✓
Inventory - Store Sonoma Jack		5,837.51 ✓
Inventory - Mail Order		
Inventory - Store Supplies		1,721.22 ✓
Inventory - Store Wine & Beer		18,208.93 ✓
Inventory - Store Other Cheese		1,082.19 ✓
Inventory - Store Grocery		21,031.31 ✓
Inventory - Store Grocery Tax		20,176.58 ✓
Inventory - Store Deli		3,108.87 ✓
Prepaid Insurance - Store		500.00 ✓
Store Equipment		324,504.00 ✓
Accum. Depn - Equipment	222,208.00 ✓	
Leasehold Improvements		548,622.00 ✓
Accum. Amort. Leasehold Imp.	226,135.00	
Stockholder's Adv. LPV		8,088.81
	<u>447,433.00</u>	<u>1,052,281.70</u>

✓ ITEMS TO
BE TRANSFERRED
TO THE LLC

LIABILITIES

Accounts Payable - Store	2,983.29 ✓	
Accrued P/R Payable - Store	12,138.38 ✓	
Accrued P/R Tax Payable - Store	844.11 ✓	
Sales Tax Payable - Store		4,824.05 ✓
Employee Comp Leave - Store	4,518.08 ✓	
Accrued Store Bonus	6,808.91 ✓	
Accrued Employee IRA - Store	428.00 ✓	
Life Insurance Loan	6,470.73 ✓	
Lease Purch Pay - Store Cash Registers	12,869.83 ✓	
Lease Purch Pay - Store Deli cases, etc	12,839.13 ✓	
Notes Payable - Bank of America	2,742.08 ✓	
Notes Payable - Chase Manhattan	19,591.01 ✓	
	<u>71,030.51</u>	<u>4,824.05</u>
Common stock - 194 shs	1,508.82	
Subchapter S retained earnings	122,518.00	
Dividend	416,727.82	
	<u>1,057,215.15</u>	<u>1,057,215.15</u>

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Exhibit B
Trademarks Assigned to Sonoma Cheese Factory, LLC

Registered Trademark	Jurisdiction	Registration Number	Class	Description of Goods and Services
The Sonoma Cheese Factory	United States	1,368,303	42	Restaurant, catering, and carry-out food services; retail store, distribution, and mail order services in the field of foods, wines, clothing, books, and kitchen and bar accessories
The Sonoma Cheese Factory	California	21143	103	Restaurant, catering, and carry-out food services; retail store, distribution, and mail order services in the field of foods, wines, clothing, books, and kitchen and bar accessories
Sonoma Deli	United States	1,740,715	30	Sandwiches, namely, bread or rolls incorporating principally meat, cheese, and other sandwich ingredients for consumption on or off the premises