

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Declaration of Title Under Section 10 of the Trademark Act; Release of Void Security Interests	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HSBC BANK USA, NATIONAL ASSOCIATION		11/25/2009	National Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Stewarts Restaurants Incorporated		
Street Address:	93 Fostertown Road		
City:	Lumberton		
State/Country:	NEW JERSEY		
Postal Code:	08048-9598		
Entity Type:	CORPORATION: NEW JERSEY		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	0933646	STEWART'S	
Registration Number:	0274949	STEWART'S ROOT BEER INC.	
CORRESPONDENCE DATA			
Fax Number:	(215)864-9278		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	215.864.8109		
Email:	rzoncal@ballardspahr.com, cookn@ballardspahr.com		
Correspondent Name:	Lynn E. Rzonca		
Address Line 1:	Ballard Spahr LLP		
Address Line 2:	1735 Market Street, 51st Floor		
Address Line 4:	Philadelphia, PENNSYLVANIA 19103-7599		
ATTORNEY DOCKET NUMBER:	100969		
NAME OF SUBMITTER:	Lynn E. Rzonca		

CH \$65.00 0933646

900148784

**TRADEMARK
 REEL: 004105 FRAME: 0591**

Signature:	/Lynn E. Rzonca/
Date:	12/01/2009
<p>Total Attachments: 21</p> <p>source=Stewart's declaration#page1.tif source=Stewart's declaration#page2.tif source=Stewart's declaration#page3.tif source=Stewart's declaration#page4.tif source=Stewart's declaration#page5.tif source=Stewart's declaration#page6.tif source=Stewart's declaration#page7.tif source=Stewart's declaration#page8.tif source=Stewart's declaration#page9.tif source=Stewart's declaration#page10.tif source=Stewart's declaration#page11.tif source=Stewart's declaration#page12.tif source=Stewart's declaration#page13.tif source=Stewart's declaration#page14.tif source=Stewart's declaration#page15.tif source=Stewart's declaration#page16.tif source=Stewart's declaration#page17.tif source=Stewart's declaration#page18.tif source=Stewart's declaration#page19.tif source=Stewart's declaration#page20.tif source=Stewart's declaration#page21.tif</p>	

1735 Market Street, 51st Floor
Philadelphia, PA 19103-7599
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Nathan J. Cook
Direct: 215.864.8568
Fax: 215.864.9948
cookn@ballardspahr.com

December 1, 2009

Honorable Commissioner of Patents and Trademarks
USPTO Headquarters
Madison Buildings
600 Dulany Street
Alexandria, VA 22314

Re: Release of Void Security Interests

Mark: STEWART'S
Registration No.: 0933646

Mark: STEWART'S ROOT BEER INC. (and Design)
Registration No.: 0274949

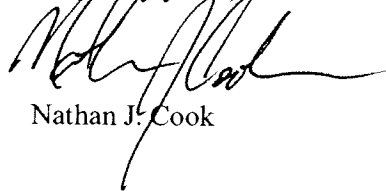
Dear Commissioner:

This firm represents Stewarts Restaurants Incorporated ("SRI"), the lawful owner of all right, title, and interest in and to the trademarks STEWART'S, Registration No. 0933646, Registration Date, May 9, 1972, and STEWART'S ROOT BEER INC. (and Design), Registration No. 0274949, Registration Date September 9, 1930 (collectively, the "Marks").

Registrations Nos. 0933646 and 0274949 each have recorded against them a security interest/assignment dated July 13, 2006 by HSBC Bank USA, National Association ("HSBC"). As established in the Declaration of Title filed herewith, the purported security interest is invalid because the claimed owner of the marks, "Stewarts Brand LLC," has never had any right, title, or interest in or to the Registrations or the Marks. Therefore, this purported assignment and security interest was *void ab initio*.

The enclosed Declaration of Title, signed by Michael W. Fessler, President of SRI, is provided in lieu of a formal written release of HSBC's security interests in the Marks. SRI respectfully requests that the USPTO records be updated to reflect that SRI is the lawful owner of all right, title, and interest in and to the Marks.

Very truly yours,



Nathan J. Cook

DMEAST #12007300 v1

Honorable Commissioner of Patents and Trademarks
December 1, 2009
Page 2

NJC/njc
Enclosure

cc: Lynn E. Rzonca
Michael W. Fessler

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Mark: STEWART'S
Registration No.: 0933646
Registration Date: May 9, 1972
Int'l Class: 32

Mark: STEWART'S ROOT BEER INC. (and Design)
Registration No.: 0274949
Registration Date: September 9, 1930
Int'l Class: 32

DECLARATION OF TITLE UNDER SECTION 10 OF THE TRADEMARK ACT

The undersigned, Stewarts Restaurants Incorporated, a New Jersey corporation ("Assignee"), with its principal address at 93 Fostertown Road, Lumberton, New Jersey 08048-9598, by Michael W. Fessler ("Fessler"), its President, being fully sworn, deposes and declares that the Assignee is the successor to Stewart's Restaurants, Inc. and is the owner of the entire right, title and interest in, and the goodwill associated with, the following trademarks and registrations therefor: STEWART'S, Registration No. 0933646, and STEWART'S ROOT BEER INC. (and Design), Registration No. 0274949 (collectively, the "Marks"). Assignee respectfully requests that the records of the United States Patent and Trademark Office ("USPTO") be amended to reflect Assignee's full and unencumbered right to the Marks. In support of such request, the Assignee further deposes and declares the following:

1. The records of the USPTO correctly reflect that Fessler was assigned, on March 23, 1982, all right, title, and interest in and to the Marks.
2. Fessler thereafter assigned, on April 30, 1982, all of his right, title, and interest in and to the Marks to Stewart's Restaurants, Inc., a New Jersey corporation ("SRI"). At the time of the assignment, Fessler was both the President and owner of SRI.
3. On February 28, 1984, pursuant to a certain Agreement of Merger, attached hereto as Exhibit A, SRI, as the surviving corporation, changed its name to that of the Assignee. This name change was recorded on the USPTO records on September 24, 2009.
4. In 2006, the Assignee contemplated entering into an agreement whereby it would sell certain of its assets to another business organization (the "Contemplated Transaction"). The closing for the Contemplated Transaction never occurred.
5. I understand that on or about June 30, 2006, Stewarts Brand LLC, a Delaware limited liability company ("SB") formed less than two months prior (see printout from Delaware Department of State: Division of Corporations' website, attached hereto as Exhibit B) presumably for the sole purpose of entering into the Contemplated Transaction with the Assignee, executed a document entitled "Trademark Assignment," attached hereto as Exhibit C. In the "Trademark Assignment," SB purports to assign its rights in and to the Marks to HSBC Bank USA, National Association ("HSBC"). The USPTO records show that on July 13, 2006, HSBC recorded this assignment.
6. At the time of this purported assignment, SB did not have any right title or interest in or to the marks. SB has never had any right, title, or interest in or to the Marks. Therefore any purported

assignment—as well as the purported security interests in and to the Marks recorded by HSBC—is null and void.

- 7. I understand that on March 28, 2007, a Certificate of Cancellation was filed on SB's behalf with the Division of Corporations (see printout from Delaware Department of State: Division of Corporations' website, attached hereto as Exhibit D).

NOW, THEREFORE, Assignee hereby respectfully requests that the Honorable Commissioner of Patents and Trademarks record this Declaration, in lieu of formal written releases of the security interests in the Marks from HSBC, and in order that the records in the Patent and Trademark Office may reflect that Assignee is and has been the true and lawful owner of all right, title, and interest in and to the Marks.

Assignee, by Michael W. Fessler, its President, heretofore being fully sworn, further deposes and declares that all statements made herein to his knowledge are true and that all statements made on information and belief are believed to be true; and further, that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that willful false statements may jeopardize the validity of this Declaration.

ASSIGNEE: STEWARTS RESTAURANTS
INCORPORATED

By: Michael W. Fessler
Michael W. Fessler, President

STATE OF NEW JERSEY)
) ss.
COUNTY OF Burlington)

On this 25 day of Nov, 2009, before me appeared Michael W. Fessler, to me personally known, who, being by me duly sworn, did say that he is the President of Stewarts Restaurants Incorporated, a corporation organized under the laws of the State of New Jersey, and this instrument was signed on behalf of said corporation, by authority of its shareholders, and said Michael W. Fessler acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

My commission expires: 8-31-2011 Barbara K. Marlin
Notary Public

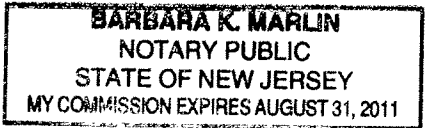


EXHIBIT INDEX

- Exhibit A Agreement of Merger dated as of February 28, 1984, by and between Fessel, Inc T/A/ Topp Distributing, Inc., and Stewart's Restaurants, Inc.
- Exhibit B "Entity Search" report obtained from the Delaware Department of State: Division of Corporations' website reflecting the filing of a Certificate of Formation on May 4, 2006.
- Exhibit C Purported Trademark Assignment dated as of June 30, 2006 by and between Stewarts Brand LLC and HSBC Bank USA, National Association.
- Exhibit D "Entity Details" report obtained from the Delaware Department of State: Division of Corporations' website reflecting the filing of a Certificate of Cancellation on March 28, 2007.

EXHIBIT A

RECEIVED
1981 MAR 10 10 42 AM
U.S. DEPARTMENT OF JUSTICE

FILED

MAR 7 1984

JANE BURGIO
Secretary of State

CERTIFICATE OF MERGER
OF
FESSEL INC. T/A TOPP DISTRIBUTING INC.
INTO
STEWARTS RESTAURANTS, INC.

FILED

MAR 7 1984

ANE BURGIO
Secretary of State

THIS IS TO CERTIFY THAT FESSEL INC. T/A TOPP DISTRIBUTING, INC. a corporation of the State of New Jersey, and the Directors thereof, having its registered office at Cahill, Wilinski & Cahill, 25 Chestnut Street, Haddonfield, NJ 08033 (hereinafter known as "TOPP") and STEWARTS RESTAURANTS, INC., a corporation of the State of New Jersey, and the Directors thereof, having its registered office at Cahill, Wilinski & Cahill, 25 Chestnut Street, Haddonfield, NJ 08033 (hereinafter known as "STEWARTS"), under and by virtue of the provisions of Title 14 of the Revised Statutes of the State of New Jersey have agreed to merge as follows:

- a) TOPP and STEWARTS do approve the Agreement of Merger as annexed hereto and bearing date of *February 28, 1984 - for accounting purpose.*
- b) Said plan of merger was unanimously approved by the directors of Topp according to law on *November 29, 1983*
- c) Said plan of merger was submitted to the stockholders of Topp and unanimously approved at the annual meeting of stockholders. The total number of shares voted, all in favor of the merger, was 1200
- d) Said plan of merger was unanimously approved by the directors of STEWARTS according to law on *November 29, 1983*
- e) Said plan of merger was submitted to the stockholders of STEWARTS and unanimously approved at the annual meeting of stockholders. The total number of shares voted, all in favor of the merger, was 100.

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TRADEMARK

REEL: 004105 FRAME: 0600

AGREEMENT OF MERGER
BY
FESSEL, INC. T/A TOPP DISTRIBUTING, INC.
INTO
STEWARTS RESTAURANTS, INC.

THIS AGREEMENT, made and entered into as of this day 28th February 1984 by and between FESSEL, INC. T/A TOPP DISTRIBUTING, INC., a corporation of the State of New Jersey, and the Directors thereof, having its registered office located at 25 Chestnut Street, Haddonfield, NJ 08033 and its registered agent therein being TOPP; and STEWARTS RESTAURANTS, INC., a corporation of the State of New Jersey, and the Directors thereof, having its registered office located at 25 Chestnut Street, Haddonfield, NJ 08033 its registered agent therein Robert Wilinski, hereinafter known as "STEWARTS";

WITNESSETH THAT:

WHEREAS, the Certificate of Incorporation of TOPP was filed with the Secretary of State of New Jersey on January 9, 1981. Said Certificate of Incorporation did authorize the issuance of 2500 shares of common, nominal or no par value stock and that 1200 shares of the same have been issued and are outstanding; and

WHEREAS, the Certificate of Incorporation of STEWARTS was filed with the Secretary of State of New Jersey on March 25, 1982. Said Certificate of Incorporation did authorize the issuance of 1000 shares of common, no par value stock and that 100 shares of the same have been issued and are outstanding; and

WHEREAS, TOPP and STEWARTS are organized for the purpose of carrying on business of the same or of a similar nature; and

WHEREAS, the respective Boards of Directors of said corporations deem it advisable to the end that greater efficiency, and economy of management and business growth may be accomplished and otherwise and generally be to the advantage and welfare of said corporations and their several and respective stockholders, to merge said corporations under and pursuant to the provisions of Section 14A:10-1 et seq. of the Revised Statutes of New Jersey.

NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions and grants herein contained, it is agreed by and between the said parties hereto, and in accordance with the said Act of Legislature of the State of New Jersey, that said TOPP shall be and the same is hereby merged into STEWARTS.

And the parties hereto by these presents agree to and prescribe the terms and conditions of said merger, and the mode of carrying the same into effect, which terms and conditions and mode of carrying the same into effect the said parties hereto do mutually and severally agree and covenant to observe, keep and perform, that is to say:

Article I: The name of the surviving corporation is and shall be and remain STEWARTS RESTAURANTS INCORPORATED.

Article II: The number, names and place of residence of the first Directors of said surviving corporation, under the provisions of this Merger Agreement, who shall hold office until their successors be chosen or appointed according to the by-laws of said corporation, are as follows:

<u>Names of Directors</u>	<u>Residence</u>
1. William T. Fessler	416 Kings Highway E. Baddonfield, NJ 08033
2. Michael T. Fessler	120 Rhoads Avenue Baddonfield, NJ 08033

The first officers of the said surviving corporation, under the provisions of this Merger Agreement, shall be a President and Secretary/Treasurer; and their names and places of residence are as follows:

<u>Office</u>	<u>Names</u>	<u>Residence</u>
President	Michael T. Fessler	120 Rhoads Avenue Baddonfield, NJ 08033
Secretary and Treasurer	William T. Fessler	416 Kings Highway E. Baddonfield, NJ 08033

Article III: The capital stock of said surviving corporation, under the provisions of this Merger Agreement, is and shall be one thousand (1000) shares of common, no par value which on the date of this Merger Agreement shall be declared to have a per share value of One (\$1.00) Dollar.

Article IV: The manner of converting the capital stock of TOPP into the capital stock of the surviving corporation, STEWARTS shall be as follows:

All present holders of stock of TOPP shall take back a demand note, the value of which represents the purchase price of stock at the time of incorporation from the surviving corporation, STEWARTS.

In addition, the loan payable to William Fessler by TOPP shall be transferred as an obligation of the surviving corporation, STEWARTS.

Interest will be payable on the above obligation at a rate to be determined at a later date.

Article V: The corporate name and organization of TOPP, except insofar as the same shall continue by Statute or may be requisite for carrying out the purpose of this Merger Agreement, shall cease upon the filing in the office of the Secretary of State of the State of New Jersey of this Merger Agreement, when adopted by the stockholders as hereinafter provided.

Article VI: The by-laws of the said surviving corporation, STEWARTS, shall be the present by-laws and shall continue until changed or amended as provided therein.

Article VII: Upon the consummation of the act of merger herein provided for, all and singular the rights, privileges, powers and franchises of TOPP and all property, real, personal and mixed and all debts due on whatever accounts, as well as for stock subscriptions as all other things in action or belonging to TOPP shall be vested in STEWARTS; and all property, rights, privileges, powers and franchises, and all and every other interest of TOPP shall hereafter be as effectually the property of STEWARTS as they were of TOPP and the title to any and all real estate, whether by deed or otherwise vested in either TOPP or STEWARTS, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of TOPP shall be preserved unimpaired, and TOPP may be deemed to continue in existence in order to preserve the same; and all debts, liabilities and duties of TOPP shall forthwith attach to STEWARTS and may be enforced against STEWARTS to the same

extent as if said debts, liabilities and duties had been incurred or contracted by STEWARTS, it being expressly provided that the merger of TOPP and STEWARTS shall not in any manner impair the rights of any creditor or creditors of TOPP. If at any time STEWARTS shall deem or be advised that any further assignments, assurances in the law or things are necessary or desirable to vest the title of any property of TOPP in STEWARTS, the proper officers of STEWARTS shall and will execute all proper assignments and assurances in the law, and do all things necessary or proper to vest title to such property in STEWARTS and to otherwise carry out the purposes of this Merger Agreement.

It is expressly declared that STEWARTS shall be and TOPP hereby covenants that, as corporations being subject to this MERGER Agreement, they shall be subject to the remedies and liabilities in such case prescribed in Sections 14A:10-1,2,3 and 4 of the Revised Statutes of New Jersey.

Article VIII: STEWARTS shall pay all expenses of the merger.

Article IX: The registered office of STEWARTS in the State of New Jersey is at 25 Chestnut Street, Haddonfield, NJ 08033 upon whom process against the said corporation may be served within said State.

Article X: This Merger Agreement shall be submitted to the stockholders of TOPP and STEWARTS as provided by law, and shall take effect and be deemed and taken to be the agreement and act of merger of TOPP and STEWARTS upon the adoption thereof by the votes of the holders of a majority of all the shares of the issued and outstanding capital stock of TOPP and STEWARTS respectively and upon the doing of such other acts and things as shall be required by Sections 14A:10-1, 2,3, and 4 of the Revised Statutes of New Jersey.

IN WITNESS WHEREOF, TOPP and STEWARTS have caused their respective corporate seals to be hereunto affixed and these presents to be signed by their respective Presidents and attested by their respective Secretaries, all thereunto duly authorized, and the Directors of each of said corporations have hereunto set their hands and seals as of the day and year first above mentioned.

PESSEL, INC. T/A TOPP
DISTRIBUTING, INC.

BY: William T. Fessler
WILLIAM T. FESSLER, PRESIDENT

Attested:

Michael W. Fessler
MICHAEL T. FESSLER, SECRETARY

DIRECTORS

William T. Fessler
WILLIAM T. FESSLER

Michael W. Fessler
MICHAEL T. FESSLER

STEWARTS RESTAURANTS, INC.

BY: Michael W. Fessler
MICHAEL T. FESSLER, PRESIDENT

Attested:

Michael W. Fessler
MICHAEL T. FESSLER, SECRETARY

DIRECTORS

William T. Fessler
WILLIAM T. FESSLER

Michael W. Fessler
MICHAEL T. FESSLER

TRADEMARK

REEL: 004105 FRAME: 0605

CERTIFICATE OF THE SECRETARY OF
FESSEL, INC. T/A TOPP DISTRIBUTING, INC.
RELATIVE TO VOTE OF STOCKHOLDERS

I, MICHAEL T. FESSLER, Secretary of TOPP DISTRIBUTING, INC., a corporation organized and doing business pursuant to the "New Jersey Business Corporation Act" do hereby certify in accordance with provision of:

1. That the foregoing agreement of merger of said corporation and STEWARTS RESTAURANTS, INCORPORATED was made by the Directors of FESSEL, INC. T/A TOPP DISTRIBUTING, INC. at a meeting for that specific purpose.
2. That said agreement was duly submitted to the stockholders of said FESSEL, INC. T/A TOPP DISTRIBUTING, INC., at a meeting for the purpose of taking the same into consideration of which meeting notice of time, place and object thereof was waived.
3. That said agreement was considered by the stockholders at said meeting and a vote of the stockholders taken for adoption or rejection of said agreement, and that said Merger Agreement was unanimously approved by all of the votes cast by the holders of capital stock of this corporation.
4. That the meeting of stockholders of FESSEL, INC. T/A TOPP DISTRIBUTING, INC. and the said vote upon the adoption of said agreement, were held and taken separately from the meeting of stockholders and vote of the said STEWARTS RESTAURANTS, INCORPORATED.
5. That the registered office of FESSEL, INC T/A TOPP DISTRIBUTING, INC. is at 25 Chestnut Street, Haddonfield, NJ 08033 and Robert Wilinski is the agent therein, and in charge thereof, upon whom process against said corporation may be served within said State.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary and affixed the seal of said FESSEL, INC. T/A TOPP DISTRIBUTING, INC. this 28th day of February 1984


MICHAEL T. FESSLER, SECRETARY

CERTIFICATE OF THE SECRETARY OF
STEWARTS RESTAURANTS, INC.
RELATIVE TO VOTE OF STOCKHOLDERS

I, WILLIAM T. FESSLER, Secretary of STEWARTS RESTAURANTS, INCORPORATED, a corporation organized and doing business pursuant to the "New Jersey Business Corporation Act: do hereby certify in accordance with provision of:

1. That the foregoing agreement of merger of said corporation and FESSEL, INC. T/A TOPP DISTRIBUTING, INC. was made by the Directors of STEWARTS RESTAURANTS at a meeting for that specific purpose.
2. That said agreement was duly submitted to the stockholders of said STEWARTS RESTAURANTS INCORPORATED at a meeting for the purpose of taking the same into consideration, of which meeting notice of time, place and object thereof was waived.
3. That said agreement was considered by the stockholders at said meeting and a vote of the stockholders taken for adoption or rejection of said agreement, and that said Merger Agreement was unanimously approved by all of the votes cast by the holders of capital stock of this corporation.
4. That the meeting of stockholders of STEWARTS RESTAURANTS INCORPORATED and the said vote upon the adoption of said agreement, were held and taken separately from the meeting of stockholders and vote of the said TOPP DISTRIBUTING, INC.
5. That the registered office of STEWARTS RESTAURANTS INCORPORATED is at 25 Chestnut Street, Haddonfield, NJ 08033 and Robert Wilinski is the agent therein, and in charge thereof, upon whom process against said corporation may be served within said State.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary and affixed the seal of said STEWARTS RESTAURANTS, INC. this 28th day of February 1984


WILLIAM T. FESSLER, SECRETARY

EXHIBIT B

JOHN DICKINSON PLANTATION | PHOTO BY JEFFREY BOVIER

Department of State: Division of Corporations

HOME

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- Secretary's Letter
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SERVICES

- Pay Taxes
- File UCC's
- Delaware Laws Online
- Name Reservation
- Entity Search Status
- Validate Certificate
- Customer Service Survey

INFORMATION

- Corporate Forms
- Corporate Fees
- UCC Forms and Fees
- Taxes
- Expedited Services
- Service of Process
- Registered Agents
- Get Corporate Status
- Submitting a Request
- How to Form a New Business Entity
- Certifications, Apostilles & Authentication of Documents

Frequently Asked Questions View Search Results

Entity Details

THIS IS NOT A STATEMENT OF GOOD STANDING

File Number: **4153531** Incorporation Date / Formation Date: **05/04/2006** (mm/dd/yyyy)

Entity Name: **STEWARTS BRAND LLC**

Entity Kind: **LIMITED LIABILITY COMPANY (LLC)** Entity Type: **GENERAL**

Residency: **DOMESTIC** State: **DE**

REGISTERED AGENT INFORMATION

Name: **CORPORATION SERVICE COMPANY**

Address: **2711 CENTERVILLE ROAD SUITE 400**

City: **WILMINGTON** County: **NEW CASTLE**

State: **DE** Postal Code: **19808**

Phone: **(302)636-5401**

Additional Information is available for a fee. You can retrieve Status for a fee of \$10.00 or more detailed information including current franchise tax assessment, current filing history and more for a fee of \$20.00.

Would you like Status Status, Tax & History Information

To contact a Delaware Online Agent click here.

EXHIBIT C

TRADEMARK ASSIGNMENT

WHEREAS, STEWARTS BRAND LLC, a limited liability company; having its principal place of business at 505 Thornall Street, Suite 300, Edison, New Jersey 08837 ("Assignor") has used the trademarks, registered in the United States Patent and Trademark Office as set forth on the attached Annex I, which is incorporated herein by reference (collectively, the "Marks"); and

WHEREAS, HSBC BANK USA, NATIONAL ASSOCIATION, having its principal place of business at 452 Fifth Avenue, New York, New York 10018 ("Assignee") is desirous of acquiring any and all rights that Assignor may have in and to the Marks and the registrations thereof, together with the goodwill of the business in connection with which any of the Marks is used and which is symbolized by such Mark, along with the right to pursue claims and recover damages and profits for past infringements thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign, transfer, convey and deliver (and agrees further to assign, transfer, convey and deliver) unto Assignee all right, title and interest in and to each Mark, including the registration therefor and any common law rights therein, in the United States and throughout the world, and any and all similar designations thereto, together with the goodwill of the business in connection with which such Mark is used and which is symbolized by such Mark, along with any and all licenses to or for such Mark and the right to pursue claims and recover damages and profits for past infringements thereof.

Assignor agrees to execute and deliver at the request of the Assignee, all papers, instruments, and assignments, and to perform any other reasonable acts that Assignee may require in order to vest all of Assignor's right, title, and interest in and to each Mark in Assignee and/or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by Assignee, to the extent such evidence is in the possession or control of Assignor.

Agreed to and accepted this 30 day of June, 2006.

STEWARTS BRAND LLC

By: [Signature]
Name: RICH J. YAKUBOVITZ
Title: Member

HSBC BANK USA, NATIONAL ASSOCIATION

By: [Signature]
Name: Colin Kwast
Title: Vice-President

Error: Unknown document property name.

TRADEMARK
REEL: 003347 FRAME: 0122

TRADEMARK
REEL: 004105 FRAME: 0611

EXHIBIT D

[Frequently Asked Questions](#) [View Search Results](#) [Summary of Charges](#) [Logout](#)

Entity Details

File Number: **4153531** Incorporation Date / Formation Date: **05/04/2006**
 (mm/dd/yyyy)

Entity Name: **STEWARTS BRAND LLC**

Entity Kind: **LIMITED LIABILITY COMPANY (LLC)** Entity Type: **GENERAL**

Residency: **DOMESTIC** State: **DE**

Status: **ACTIVE** Status Date: **05/19/2007**

TAX INFORMATION

Last Annual Report Filed: **NO REPORTS ON FILE** Tax Due: **\$ 0.00**

Annual Tax Assessment: **\$ 0.00** Total Authorized Shares: **0**

REGISTERED AGENT INFORMATION

Name: **CORPORATION SERVICE COMPANY**

Address: **2711 CENTERVILLE ROAD SUITE 400**

City: **WILMINGTON** County: **NEW CASTLE**

State: **DE** Postal Code: **19808**

Phone: **(302)636-5401**

FILING HISTORY (Last 5 Filings)

Seq	Document Code	Description	No. of pages	Filing Date (mm/dd/yyyy)	Filing Time	Effective Date (mm/dd/yyyy)
1	001	Initial Filing	1	05/04/2006	11:01 AM	05/04/2006
2	100	Amendment, Certificate of Incorporation	1	05/19/2006	11:01 AM	05/19/2006
	Former Name:	JD STEWARTS GROUP ASSOCIATES, LLC				
3	102	Amendment, Certificate of Incorporation	1	05/19/2006	11:01 AM	05/19/2006

[Back to Entity Search](#)

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