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To the Honorable Commissioner of Patents and Trademarks  
Washington, D.C. 20231

Dear Sir:

Please record the attached original document(s) or copy thereof. This form contains the cover sheet requirements for trademarks as listed in 37 CFR 3.31(a).

1. Name of conveying party: MAJEC, LLC

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State of New Mexico
- Other Limited Liability Company, New Mexico

2. Name and address of receiving party: EL ENCANTO, INC.

Name: El Encanto, Inc.  
 Internal Address:  
 Street Address: P.O. Box 293  
 City: Albuquerque State: New Mexico Zip: 87103

- Individual(s). Citizenship \_\_\_\_\_
- Association
- General Partnership
- Limited Partnership
- Corporation-State of New Mexico
- Other \_\_\_\_\_

- Assignee is domiciled in the United States, a domestic representative designation is not attached.
- Assignee is not domiciled in the United States, a domestic representative designation is attached. (Note: Designation must be a separate document from Assignment.)

3. Nature of Conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other \_\_\_\_\_

Execution Date: 31 January 2000

4. Application number(s) or registration number(s):

- A. Trademark Application Serial No.(s):  
For the mark:
- B. Registration No.(s): 862,993 issued August 4, 1959  
For the mark: **BACA'S**

5. Name and address of party to whom correspondence concerning this document should be mailed:

Deborah A. Peacock, Esq.  
 PEACOCK, MYERS & ADAMS, P.C.  
 P.O. Box 26927  
 Albuquerque, New Mexico 87125-6927

03/16/2000 DCORATES 00000195 862993

01 FC:581

40.00 DP

6. Total number of applications and registrations involved: ONE (1)

7. Total fee (37 CFR 3.41).....\$40.00

Enclosed (calculated at \$40 for first property, \$25 each additional property)

Authorized to be charged to deposit account

ADDITIONAL FEES authorized to be charged to Dep. Acct. 13-4213

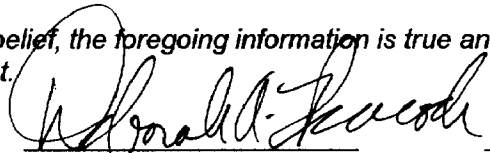
8. Deposit account number: 13-4213

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Deborah A. Peacock, Reg. No. 31,649  
Name of Person Signing

  
Signature

February 8, 2000  
Date

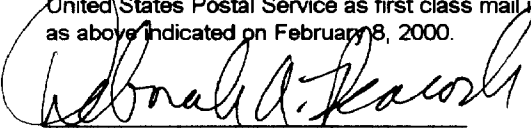
Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

CERTIFICATE OF MAILING (37 CFR 1.8)

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed as above indicated on February 8, 2000.

  
Deborah A. Peacock, Reg. No. 31,649

February 8, 2000  
(Date)

# TRADEMARK ASSIGNMENT

This is an assignment of trademark rights and related rights from Majec, LLC to El Encanto, Inc.

## BACKGROUND

1. Dan B. Baca d/b/a Best Mexican Foods was issued a Federal Registered Trademark for the mark BACA'S, Reg. No. 682,993, on August 4, 1959 with a First Use date of 1946 in International Class 029. Best Mexican Foods adopted and continuously used the marks BACA'S and/or BACA (the "BACA MARKS"), in commerce from 1946 to 1972 for the sale and distribution of southwestern style food products.

2. In 1972, Dan B. Baca sold Best Mexican Foods, along with all rights, interest and goodwill associated with the BACA MARKS, to Joseph and Marie S. Baca, as sole proprietors. On December 29, 1988, Joseph and Marie S. Baca assigned all rights, interest and goodwill of the business symbolized by BACA MARKS to JB, Inc., a New Mexico Corporation, as the successor corporation to the sole proprietorship. Joseph and Marie S. Baca and subsequently JB, Inc., adopted and continuously used the BACA MARKS in commerce from 1972 to July 31, 1999 upon liquidation of JB, Inc.

3. On July 31, 1999, Marie S. Baca, as President of JB, Inc., assigned the rights to the BACA MARKS, together with the goodwill of the business symbolized by said marks, to Majec, LLC, ("Majec") a New Mexico Limited Liability Company. Majec adopted and has continuously used the BACA MARKS in commerce from July 31, 1999 to September 16, 1999 for the sale and distribution of southwestern style food products.

4. On September 16, 1999, Marie S. Baca as a Manager and Member, with the authority conferred upon her by the LLC operating agreement, sold part of the business of Majec to El Encanto and as part of the sale of assets of Majec, assigned the rights to the BACA MARKS, together with the goodwill of the business symbolized by said marks to El Encanto, Inc., a New Mexico corporation ("El Encanto"), of Albuquerque, New Mexico. El Encanto has adopted, continuously used, and is using the BACA MARKS since that time.

#### ASSIGNMENT

5. This Trademark Assignment is intended to supercede and replace in its entirety the September 16, 1999 assignment from Majec to El Encanto and any other assignments between Majec and El Encanto with regard to the BACA MARKS.

6. For good and valuable consideration, receipt of which is hereby acknowledged, Majec does hereby assign unto El Encanto all right, title and interest in and to the BACA MARKS, together with the goodwill of the business symbolized by said marks.

7. Majec acknowledges that the assignment of all right, title and interest to the BACA MARKS became effective on the date of the asset purchase by El Encanto. Majec further acknowledges that the assignment of such rights included the right to enforce such rights against past, present, and future infringers including the right to rely on the date of first use, namely 1946, for purpose of establishing the effective date of first and continuous use of the BACA MARKS in commerce.

8. Majec represents and warrants that Majec's rights in the BACA MARKS include the entire right, title and interest to United States Trademark Registration No. 682,993 and to the common law use of the BACA MARKS by Dan B. Baca d/b/a Best Mexican Foods, by the sole proprietorship of Joseph and Marie S. Baca, by JB Inc. and by Majec, LLC. Majec further represents and warrants that the BACA MARKS and accompanying goodwill have not been previously assigned, mortgaged or otherwise encumbered, and that Majec has full right, power and authority to assign all such rights to El Encanto hereunder.

9. Majec agrees that should El Encanto desire the assistance of Majec and its members to establish the date of first use, and the continuous use since 1946, of the BACA MARKS, Majec will provide such assistance, including but not limited to the giving of testimony, signing true and accurate affidavits and/or declarations, and the production of documents relevant to the use of the BACA MARKS, without additional compensation (other than out-of-pocket costs).

Signed and dated this 31 day of January, 2000.

Majec, LLC

By Marie S. Baca  
Marie S. Baca, Manager

El Encanto, Inc.

By Jacqueline J. Baca  
Jacqueline J. Baca

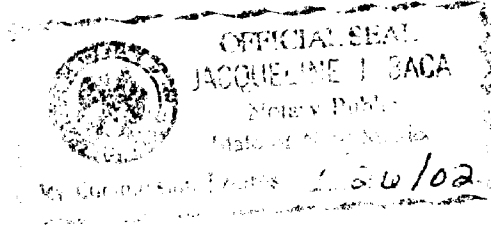
STATE OF NEW MEXICO )  
 ) ss:  
COUNTY OF BERNALILLO )

The foregoing instrument was acknowledged before me this 31 day of ~~December, 1999~~ <sup>January, 2000</sup>, by Marie S. Baca as Manager of Majec, LLC, a New Mexico limited liability company.

Jacqueline J Baca  
Notary Public

My Commission Expires:

1/26/02



STATE OF NEW MEXICO )  
 ) ss:  
COUNTY OF BERNALILLO )

The foregoing instrument was acknowledged before me this 31 day of January, 2000, by Jacqueline J. Baca as President of El Encanto, Inc., a New Mexico corporation.

Lisa M. Lawrence  
Notary Public

My Commission Expires:

March 9, 2003

