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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Rhoads Holding Ltd. **3-28-03**

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State  
 Other Colorado

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
 Name: Le Peep Licensing Company, LLC  
 Internal Address: \_\_\_\_\_  
 Street Address: 4 W. Dry Creek Circle, #01  
 City: Littleton State: CO Zip: 80120

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State  
 Other Colorado Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations must be a separate document from assignment)  
 Additional name(s) & address(es) attached?  Yes  No

OFFICE OF PTO RECORDS  
2003 MAR 23 AM 9:22  
FINANCE SECTION

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: 3/4/03

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s) \_\_\_\_\_  
 \_\_\_\_\_

B. Trademark Registration No.(s) **1329884;**  
**1424143; 1496907; 1243307; 1423127**

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Garrett M. Tuttle, Esq.  
 Internal Address: Perkins Coie LLP  
 \_\_\_\_\_  
 Street Address: 1899 Wynkoop St., #700  
 City: Denver State: CO Zip: 80237

6. Total number of applications and registrations involved: ..... **15**

7. Total fee (37 CFR 3.41).....\$ 390.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

DO NOT USE THIS SPACE

9. Signature.  
 Garrett M. Tuttle      *Garrett M. Tuttle*      March 28, 2003  
 Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: **3**

04/01/2003 6T0W11 00000073 1329884  
01 FC:8521 40.00 00  
02 FC:8522 350.00 00

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

Conveying Party: Rhoads Holding Ltd.

RECORDATION FORM COVER SHEET  
(continued)

4..B. Trademark Registration Nos.

1446988  
1235035  
1247965  
1242231  
1423077  
1241350  
1423076  
1333490  
1613361  
1966431

# TRADEMARK ASSIGNMENT

**WHEREAS**, Rhoads Holding Ltd., a Colorado corporation, with a principal place of business at 4 West Dry Creek Circle, Suite 201, Littleton, Colorado 80120 ("Assignor"), has adopted, owns and is using the following trademarks for which Assignor owns the following identified federal registrations on the Principal Register, or Supplemental Register (where specifically indicated), of the United States Patent and Trademark Office for the goods and/or services identified therein (the "Marks"):

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
"CHICKEN SHIP"	1,329,884	04/09/85
"GYPSY"	1,424,143	01/06/87
"HOBO BANQUET"	1,496,907	07/19/88
"HOME OF THE ORIGINAL PAN HANDLED EGG"	1,243,307	06/21/83
"HOMESPUN PANCAKES"	1,423,127	12/30/86
"LE BREAKFAST LE BRUNCH LE LUNCH"	1,446,988 (supplemental)	07/07/87
"LE PEEP"	1,235,035	04/12/83
"LE PEEP" and Design	1,247,965	08/09/83
"MOM'S SASSY APPLES"	1,242,231	06/14/83
"PANHANDLED EGGS"	1,423,077	12/30/86
"PEASANT POTATOES"	1,241,350	06/07/83
"THE HEN PEN"	1,423,076	12/30/86
"TRAIL CAKES"	1,333,490	04/30/85
"LE PEEP GRILL"	1,613,361	09/11/90
"MOUNTAIN STATE GOLDEN ROAST"	1,966,431	04/09/96

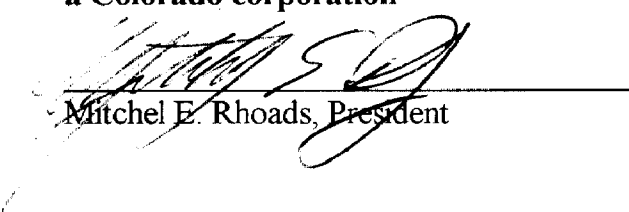
and

**WHEREAS**, Le Peep Licensing Company, LLC, a Colorado limited liability company, with its principal place of business at 4 West Dry Creek Circle, Suite 201, Littleton, Colorado 80120 ("Assignee"), desires to acquire the Marks, the goodwill appurtenant thereto, and the above-referenced Registrations;

**NOW, THEREFORE**, for five dollars and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to each of the Marks, together with the goodwill of the business symbolized by the Marks and the registrations thereof, and including all rights to prosecute infringers of the Marks, and to own all money damages that may be collected.

**RHOADS HOLDING LTD.,  
a Colorado corporation**

Dated: 3-4-03

  
\_\_\_\_\_  
Mitchel E. Rhoads, President