

06-10-2003

Form PTO-1594

RE

S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

(Rev. 03/01)



OMB NO. 0651-0027 (exp. 5/31/2002)

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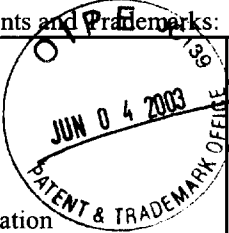
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Chelsea Market Baskets, ltd.

- Individual(s)
- General Partnership
- Corporation—State New York
- Other \_\_\_\_\_
- Association
- Limited Partnership



2. Name and address of receiving party(ies):

Name: ATC Management LLC  
 Internal \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Street Address: 75 Ninth Avenue

City: New York State: NY Zip: 10011

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation – State \_\_\_\_\_

Other Delaware 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

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

3. Nature of conveyance:

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

Execution Date: 05/29/03

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

A. Trademark Application No.(s)  
75/601,403

B. Trademark Registration No.(s)

Additional number(s) attached?  Yes

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

Name: Claudine Meredith-Goujon  
 Internal Address: Paul, Weiss, Rifkind, Wharton & Garrison  
 Street Address: 1285 Avenue of the Americas  
 City: New York State: NY Zip: 10019

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

1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-0706

(Attach duplicate copy of this page if paying by deposit account)

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.

Claudine Meredith-Goujon  
Name of Person Signing

Claudine Meredith-Goujon  
Signature

06/03/03  
Date

Total number of pages including cover sheet, attachments, and documents: 4

06/09/2003 ECOOPER 00000117 500706 75601403 All documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

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**TRADEMARK ASSIGNMENT**

TRADEMARK ASSIGNMENT dated as of May 29, 2003, made by Chelsea Market Baskets, Ltd., a New York corporation ("Assignor"), in favor of ATC Management LLC, a Delaware limited liability company.

WHEREAS Assignor is the current owner of the trademark application listed on Schedule 1 attached hereto for the goods and/or services identified therein (the "Mark").

WHEREAS Assignee desires to acquire the Mark and any and all goodwill associated with the Mark;

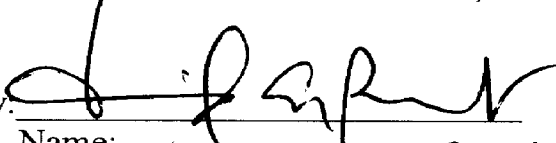
WHEREAS, pursuant to the License Agreement, dated as of May \_\_, 2003, between Assignor and Assignee, Assignor agreed to assign all right, title and interest in and to the Mark and any and all goodwill associated with the Mark to Assignee;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, transfers, assigns, and otherwise conveys to Assignee, all of Assignor's right, title, and interest in and to the Mark, along with the following:

1. the goodwill associated with the Mark; and
2. all rights to proceeds of the foregoing, including, without limitation, any claim by Assignor against third parties for past, present, or future infringement of the Mark.

Assignor has caused this Trademark Assignment to be duly executed and authorized as of the date hereof.

CHELSEA MARKET BASKETS, LTD.

By:   
Name: David A. Perat  
Title: President

SCHEDULE 1

TRADEMARK

<b>Mark</b>	<b>Application No.</b>	<b>Filing Date</b>	<b>Goods and Services</b>
CHELSEA MARKET BASKETS	75/601,403	December 8, 1998	Processed fruits, nuts and vegetables; fruit preserves, jams and jellies; fish; milk, cream, cheese and yogurt; olive oil; nuts; potato chips in International Class 29.  Bakery products; tea and coffee; bread; tortilla chips; corn chips; pastries; pies; cookies; spices; sauces; pasta; vinegar in International Class 30.

STATE OF NEW YORK )

: ss.:

COUNTY OF NEW YORK )

On this 29<sup>th</sup> day of May, 2003 before me personally came David Porat, to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that [he, she] is the President of Chelsea Market Baskets, Ltd.; [he, she] signed the instrument in the name of Chelsea Market Baskets, Ltd.; and [he, she] had the authority to sign the instrument on behalf of Chelsea Market Baskets, Ltd..

DEIDRA M. BOWEN  
Notary Public, State of New York  
No. 01BO6074352  
Qualified in Kings County  
Commission Expires May 13, 2006

  
Notary Public