

2/22/00

03-27-2000



Docket No.:

12925.0006

Tab settings

101298674

To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies):

I. Epstein & Sons, Inc.

- Individual(s)
- General Partnership
- Corporation-State New Jersey
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

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

Name: Millbrook Distribution Services, Inc.

Internal Address: _____

Street Address: 88 Huntoon Memorial Highway

City: Leicester State: MA ZIP: 01524

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

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

Execution Date: January 31, 2000

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

A. Trademark Application No.(s)

75/702,944 75/702,947
75/702,945
75/702,946

Additional numbers

B. Trademark Registration No.(s)

156,864
191,473
282,739

Yes No

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

Name: Karl M. Zielaznicki, Esq.

Internal Address: Parker Chapin LLP

Street Address: 405 Lexington Avenue

City: New York State: NY ZIP: 10174

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

7

7. Total fee (37 CFR 3.41):.....\$ \$190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

500-672

03/28/2000 DCDATES 00000113 75702944

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 DP
150.00 DP

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.

Karl M. Zielaznicki, Esq.

Name of Person Signing

Signature

February 16, 2000

Date

Total number of pages including cover sheet, attachments, and

7

TRADEMARK

WORLDWIDE TRADEMARK ASSIGNMENT

WHEREAS, simultaneously with the execution and delivery of this Worldwide Trademark Assignment (this "Assignment"), and pursuant to a certain Asset Purchase Agreement dated as of January 6, 2000, (the "Asset Purchase Agreement"), by and among I. Epstein & Sons, Inc., a New Jersey corporation ("I. Epstein"), I. Epstein & Sons/New York, Inc., a New Jersey corporation ("I. Epstein/New York"), Season Products Corporation, a New Jersey corporation ("Season"), Gold Boat Corporation, a New Jersey corporation ("Gold Boat"), Atlantic Gourmet Inc., a New Jersey corporation ("Atlantic", and together with I. Epstein, I. Epstein/New York, Season, Gold Boat and any other entity through which any of the foregoing entities or the Shareholders (as such term is hereinafter defined) may have engaged in the Business (as such term is hereinafter defined) (collectively, the "Assignors"), Gilbert Epstein, a New Jersey resident, Martin Epstein, a New Jersey resident and Stewart A. Epstein, a New Jersey resident, (collectively the "Shareholders"), and Millbrook Distribution Services Inc., a Delaware corporation (the "Purchaser"), the Assignors are, among other things, transferring and assigning certain assets to Millbrook Distribution Services Inc., a Delaware corporation (hereinafter "Assignee"), including, without limitation, all of the right, title and interest of the Assignors in and to the Trademarks (as such term is hereinafter defined);

WHEREAS, the Assignors have adopted, used and are using certain trademarks, and are the owner of the related applications and registrations therefor as set forth on Schedule A hereto, (collectively, the "Trademarks"); and

WHEREAS, the Assignee is desirous of acquiring all of the Assignors' right, title and interest in and to all of the Trademarks, including, without limitation, any registrations and applications thereof, in all countries of the world including the United States of America and its territories and possessions.

NOW THEREFORE, in consideration for the good and valuable consideration set forth in the Asset Purchase Agreement, the receipt and sufficiency of which is hereby acknowledged, the Assignors hereby sell, assign, transfer and convey to the Assignee, its successors and assigns, all of the Assignor's right, title and interest in and to all of the Trademarks, including, without limitation, any applications and registrations therefor, together with the goodwill of the business symbolized by the Trademarks being assigned, in all countries of the world including the United States, its territories and possessions, all causes of action for any and all past infringements of the rights being assigned and the right to collect and retain any proceeds therefrom.

Each of the Assignors expressly agrees to execute, acknowledge and deliver, such documents and other instruments as may be requested by the Assignee to evidence or effectuate the sale, assignment, transfer, conveyance and delivery of the Trademarks to the Assignee.

IN WITNESS WHEREOF, each of the Assignors has caused this Assignment to be executed as of this 31st day of January, 2000.

I. EPSTEIN & SONS, INC.

By: [Signature]
Name: Stewart Epstein
Title: President

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On the 31st day of January in the year 2000 before me Hilarie Levion Katz personally came Stewart A. Epstein to me known, who, by me duly sworn, did depose and say that deponent is the President of I. EPSTEIN & SONS, INC., the corporation described in, and which executed the foregoing WORLDWIDE TRADEMARK ASSIGNMENT, that deponent knows the seal of the corporation, that the seal affixed to the WORLDWIDE TRADEMARK ASSIGNMENT, that deponent signed deponent's name to the foregoing WORLDWIDE TRADEMARK ASSIGNMENT by order of said corporation.

HILARIE LEVION KATZ
Notary Public, State of New York
No. 01KA4935894
Qualified in New York County
Commission Expires July 5, 2000

Hilarie Levion Katz
Notary Public

I. EPSTEIN & SONS/NEW YORK, INC.

By: [Signature]
Name: Stewart Epstein
Title: President

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On the 31st day of January in the year 2000 before me Hilarie Levion Katz personally came Stewart A. Epstein to me known, who, by me duly sworn, did depose and say that deponent is the President of I. EPSTEIN & SONS/NEW YORK, INC., the corporation described in, and which executed the foregoing WORLDWIDE TRADEMARK ASSIGNMENT, that deponent knows the seal of the corporation, that the seal affixed to the WORLDWIDE TRADEMARK ASSIGNMENT, that deponent signed deponent's name to the foregoing WORLDWIDE TRADEMARK ASSIGNMENT by order of said corporation.

HILARIE LEVION KATZ
Notary Public, State of New York
No. 01KA4935894
Qualified in New York County
Commission Expires July 5, 2000

Hilarie Levion Katz
Notary Public

SEASON PRODUCTS CORPORATION

By:

[Signature]
Name: Martin Epstein
Title: President

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On the 31st day of January in the year 2000 before me Hilarie Levion Katz personally came Martin Epstein to me known, who, by me duly sworn, did depose and say that deponent is the President of SEASON PRODUCTS CORPORATION, the corporation described in, and which executed the foregoing WORLDWIDE TRADEMARK ASSIGNMENT, that deponent knows the seal of the corporation, that the seal affixed to the WORLDWIDE TRADEMARK ASSIGNMENT, that deponent signed deponent's name to the foregoing WORLDWIDE TRADEMARK ASSIGNMENT by order of said corporation.

HILARIE LEVION KATZ
Notary Public, State of New York
No. 01KA4935894
Qualified in New York County
Commission Expires July 5, 2000

Hilarie Levion Katz
Notary Public

GOLD BOAT CORPORATION

By:

[Signature]
Name: Stewart A. Epstein
Title: President

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On the 31st day of January in the year 2000 before me Hilarie Levion Katz personally came Stewart A. Epstein to me known, who, by me duly sworn, did depose and say that deponent is the President of GOLD BOAT CORPORATION, the corporation described in, and which executed the foregoing WORLDWIDE TRADEMARK ASSIGNMENT, that deponent knows the seal of the corporation, that the seal affixed to the WORLDWIDE TRADEMARK ASSIGNMENT, that deponent signed deponent's name to the foregoing WORLDWIDE TRADEMARK ASSIGNMENT by order of said corporation.

HILARIE LEVION KATZ
Notary Public, State of New York
No. 01KA4935894
Qualified in New York County
Commission Expires July 5, 2000

Hilarie Levion Katz
Notary Public

ATLANTIC GOURMET INC.

By: [Signature]
Name: Stewart Epstein
Title: President

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On the 31st day of January in the year 2000 before me Hilarie Levion Katz personally came Stewart A. Epstein to me known, who, by me duly sworn, did depose and say that deponent is the President of ATLANTIC GOURMET INC., the corporation described in, and which executed the foregoing WORLDWIDE TRADEMARK ASSIGNMENT, that deponent knows the seal of the corporation, that the seal affixed to the WORLDWIDE TRADEMARK ASSIGNMENT, that deponent signed deponent's name to the foregoing WORLDWIDE TRADEMARK ASSIGNMENT by order of said corporation.

HILARIE LEVION KATZ
Notary Public, State of New York
No. 01KA4935894
Qualified in New York County
Commission Expires July 5, 2000

Hilarie Levion Katz
Notary Public

SCHEDULE A

1. U.S. Trademark Registrations

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
SEASON logo	156,864	July 18, 1922
GOLD BOAT logo	191,473	November 11, 1924
SEASON logo	282,739	April 28, 1931

2. U.S. Trademark Applications

<u>Mark</u>	<u>Appln. No.</u>	<u>Filing Date</u>
SEASON KOSHER SELECT	75/702,944	May 13, 1999
GOLD BOAT	75/702,945	May 13, 1999
ATLANTIC GOURMET	75/702,946	May 13, 1999
MOADIM	75/702,947	May 13, 1999