

11-17-1998



To the Honorable 10-16-1998

Send original documents or copy hereof.

100900874

1. Name of U.S. Patent & TMO/ TM Mail Rcpt Dt. #:

Frozfruit Corporation

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

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

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

Name: The Frozfruit Company
Address: _____
14804 South San Pedro Street
City: Gardena State: CA Zip: _____

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

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) & addresses attached?
 Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 12, 1998

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

A. Trademark Application No.(s) _____ B. Trademark Registration No.(s).
1,331,109 2,027,763

Additional Numbers attached? Yes No

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

Name: Lawrence E. Apolzon
Internal Address: Fross Zelnick Lehrman & Zissu, P.C.
Street Address: 633 Third Ave.
City: New York State: NY Zip: 10017

11/16/1998 JSHADAZZ 00000104 1331109
01 FC:481 40.00 OP
02 FC:482 25.00 OP

6. Total number of applications and registration involved:..... 2

7. Total fee (37 CFR 3.41) \$ 65.00

Enclosed
 Authorized to be charged to deposit account
(Only if total fee is not sufficient)


8. Deposit account number:
23-0825-0576900

(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.

Lawrence E. Apolzon  10/16/98
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: _____

10-16-98

ASSIGNMENT

WHEREAS, FROZFRUIT CORPORATION, a corporation organized and existing under the laws of the State of California, with offices at 14804 South San Pedro Street, Gardena, California ("**Assignor**"), is the owner of the trademarks listed in the attached schedule (hereinafter, the "Trademarks");

and WHEREAS, THE FROZFRUIT COMPANY, a corporation organized and existing under the laws of the State of Delaware, with offices at 14804 South San Pedro Street, Gardena, California ("**Assignee**"), is desirous of acquiring the Trademarks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all rights, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the above-named registrations therefor, and with all claims arising out of or relating to the use or ownership of the Trademarks.

FROZFRUIT CORPORATION

By: Name: CHARLES P. O'BRIENTitle: PRESIDENTDate of Signature: 12 MAY 1998

Schedule of Trademarks

Trademark	Reg. No.	Reg. Date
FROZFRUIT	1,331,109	Apr. 16, 1985
SUMMER NATURALS	2,027,763	Dec. 31, 1996