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- Assignment License
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Name Interfrost, Inc.

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

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Name Interfrost International, Inc.

DBA/AKA/TA Cobi USA

Composed of _____

Address (line 1) c/o Peartree & Peartree LLP Att: David S. Peartree, Esq.

Address (line 2) 110 Linden Oak, Suite E

Address (line 3) Rochester New York 14625

- Individual General Partnership Limited Partnership Corporation Association
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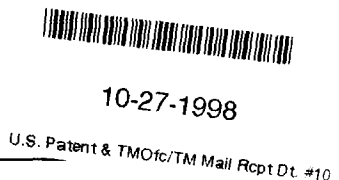
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10-26-98

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10-27-1998

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TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is made this 4th day of September, 1998, between INTERFROST, INC., a Delaware corporation having offices and a place of business at East Rochester, New York, (hereinafter known as "Vendor") and INTERFROST INTERNATIONAL, INC., a New York corporation (hereinafter known as Cobi USA).;

WHEREAS, Vendor is the owner of the following Trademarks and the Trademark Registrations (hereinafter the "Marks and the Registrations");

<u>Trademark</u>	<u>Country</u>	<u>Registration No.</u>
FROQUAL	U.S.A.	2,132,742
FROQUAL	Canada	490,332
CHEF'S GARDEN	U.S.A.	1,832,828
CHEF'S GARDEN (& Design)	U.S.A.	1,840,160
GARDEN FRESH (& Design)	U.S.A.	2,163,459

and

WHEREAS, Vendor and Cobi USA have entered into an Asset Purchase Agreement pursuant to which Vendor will assign to Cobi USA all of its right, title and interest in and to the Marks and the Registrations; and


WHEREAS, the parties wish to memorialize the sale in this document in form suitable for recording;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, and of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is herein acknowledged, the parties agree as follows:

Vendor hereby sells, assigns, and transfers to Cobi USA all of Vendor's right, title and interest in and to the Marks and Registrations, along with the goodwill of the business of Vendor associated with the Marks and Registrations.

INTERFROST, INC.

By:



Gary Gregory, President