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TRADEMARK
COMMISSIONER AND TRADEMARK OFFICE-4 PM 3:40
OPR/FINANCE

RECORDATION FORM COVER SHEET

TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS:

Please record the attached original documents or copy thereof:

1. Name and address of conveying party:

Maranatha Natural Foods, Inc.
P.O. Box 1046
Ashland, OR 97520

2. Name and address of receiving party:

Maranatha Acquisition Corp.
629 E. Main Street, Suite 1200
P.O. Box 2525
Richmond, Va. 23218

3. Nature of conveyance: Assignment

Execution Date: September 24, 1998

4. Registration numbers:

<u>Registration No.</u>	<u>Mark</u>	<u>Registration Date</u>
1,776,667	Nuttin' Better	June 15, 1993
1,453,359	Maranatha Natural Foods	August 18, 1987

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

Robert R. Kaplan, Esq.
629 E. Main Street, Suite 1200
P.O. Box 2525
Richmond, Va. 23218

6. Total number of registrations involved: 2

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

8. The Commissioner is hereby authorized to charge any additional fees which may be required in connection with the recording of this document or to credit any overpayment to Deposit Account No.19-4455.

I HEREBY CERTIFY THAT THE FOREGOING DOCUMENTS ARE BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE AS FIRST CLASS MAIL, POSTAGE PREPAID, IN AN ENVELOPE ADDRESSED TO: BOX ASSIGNMENT, COMMISSIONER FOR PATENTS AND TRADEMARKS, WASHINGTON, D.C. 20231

Shannon A. Mayfield
Signature
Shannon A. Mayfield
Name
December 31, 1998
Date of Deposit

01/07/1999 DNGUYEN 00000146 1776667

01 FC:481 40.00 OP
02 FC:482 25.00 OP

PDX4-139241.1 29720-0002

PDX4-139241.1 29720-0002

TRADEMARK
REEL: 1837 FRAME: 0363

9. 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.

Respectfully submitted,



Ralph O. Bloemers
Attorney

Total number of pages comprising cover sheet and conveyance:

Date: December 10, 1998
STOEL RIVES LLP
900 SW Fifth Avenue, Suite 2600
Portland, Oregon 97204-1268
Telephone: (503) 224-3380
Attorney Docket No. 29975/2

ASSIGNMENT OF TRADEMARK REGISTRATION

CERTIFIED TO BE
A TRUE COPY
BY Ralph Bloem

WHEREAS, MARANATHA NATURAL FOODS, INC., an Oregon corporation, is the owner of the following trademark ("Mark") now registered on the principal register of the United States Patent and Trademark Office:

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>	<u>SERIAL NO.</u>	<u>APP. DATE</u>
MARANATHA NATURAL FOODS	1,453,359	Aug. 18, 1987	73-632673	Nov. 28, 1986

WHEREAS, MARANATHA ACQUISITION CORP., a Delaware corporation, desires to acquire the Mark and the registration thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, MARANATHA NATURAL FOODS, INC., does hereby assign to MARANATHA ACQUISITION CORP., all right, title and interest in and to the Mark, together with the good will of the business symbolized by the Mark and its related registration, and the above identified registration(s) thereof.

REGISTRANT:

MARANATHA NATURAL FOODS, INC.

By: [Signature]

Name: Robert Plotnik

Title: PRESIDENT

Date: 12-23-98

By: [Signature]

Name: Sean O'Grady

Title: VICE PRESIDENT OF MANUFACTURING

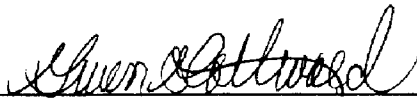
Date: 12-23-98

STATE OF OREGON)
) ss.
County of Jackson)

On this 23rd day of December, 1998, before me, a Notary Public in and for the State of Oregon, duly commissioned and sworn, personally appeared ROBERT PLOTNIK, to me known to be the President of MARANATHA NATURAL FOODS, INC., the corporation named in and which executed the foregoing instrument; and he acknowledged to me that he signed the same as the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, being authorized to do so.

WITNESS my hand and official seal the day and year in this certificate above written.

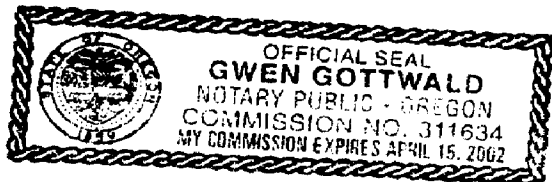


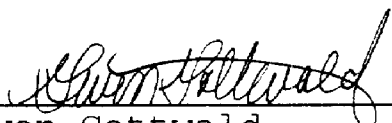

Gwen Gottwald
Notary Public in and for the
State of Oregon
Residing at Medford, Oregon
My Commission Expires 4-15-02

STATE OF OREGON)
) ss.
County of Jackson)

On this 23rd day of December, 1998, before me, a Notary Public in and for the State of Oregon, duly commissioned and sworn, personally appeared SEAN O'GRADY, to me known to be the Vice President of Manufacturing of MARANATHA NATURAL FOODS, INC., the corporation named in and which executed the foregoing instrument; and he acknowledged to me that he signed the same as the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, being authorized to do so.

WITNESS my hand and official seal the day and year in this certificate above written.




Gwen Gottwald
Notary Public in and for the
State of Oregon
Residing at Medford, Oregon
My Commission Expires 4-15-02

ASSIGNMENT OF TRADEMARK REGISTRATION

BY Paul Blomers

WHEREAS, MARANATHA NATURAL FOODS, INC., an Oregon corporation, is the owner of the following trademark ("Mark") now registered on the principal register of the United States Patent and Trademark Office:

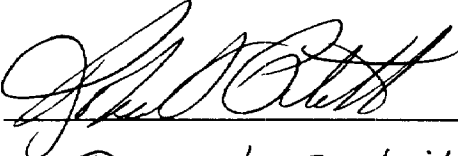
<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>	<u>SERIAL NO.</u>	<u>APP. DATE</u>
NUTTIN' BETTER	1,776,667	June 15, 1993	74-274,592	May 12, 1992

WHEREAS, MARANATHA ACQUISITION CORP., a Delaware corporation, desires to acquire the Mark and the registration thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, MARANATHA NATURAL FOODS, INC., does hereby assign to MARANATHA ACQUISITION CORP., all right, title and interest in and to the Mark, together with the good will of the business symbolized by the Mark and its related registration, and the above identified registration(s) thereof.

REGISTRANT:

MARANATHA NATURAL FOODS, INC.

By: 

Name: ROBERT PLOTNIK

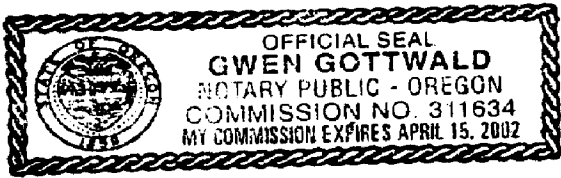
Title: PRESIDENT

Date: 12-23-98

STATE OF OREGON)
) ss.
County of JACKSON)

On this 23 day of December, 1998, before me, a Notary Public in and for the State, of Oregon, duly commissioned and sworn, personally appeared ~~SE~~ ROBERT PLOTNIK, to me known to be the PRESIDENT of MARANATHA NATURAL FOODS, INC., the corporation named in and which executed the foregoing instrument; and he/she acknowledged to me that he/she signed the same as the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, being authorized to do so.

WITNESS my hand and official seal the day and year in this certificat above written.



Gwen Gottwald
Name: GWEN GOTTWALD
Notary Public in and for the State of Oregon,
resideing at DRIFORD, OREGON
my commission expires 4-15-02.