

07-06-2000

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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

*NEED 6-2-00*

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger  Effective Date  
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation  Association
- Other

Citizenship/State of Incorporation/Organization

07/05/2000 DNGUYEN 00000362 75341591

FOR OFFICE USE ONLY

01 FC:481  
02 FC:482

40.00 OP  
275.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 002096 FRAME: 0991

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

503.294.9584

Name

John C. Motley

Address (line 1)

Stoel Rives

Address (line 2)

900 SW Fifth Avenue, Suite 2600

Address (line 3)

Portland, OR 97204

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

2

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

75341591

75680144

1589199

1740639

2065848

75647647

75750449

836887

1907898

75651305

1705251

2019070

**Number of Properties**

Enter the total number of properties involved.

#

12

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

315.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

19-4455

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

John C. Motley

5/30/02

Name of Person Signing

Signature

Date Signed

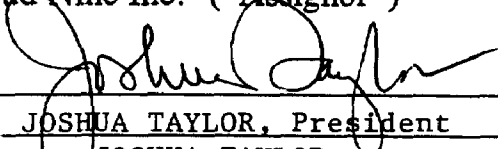
ASSIGNMENT OF TRADEMARKS

The undersigned, Cloud Nine Inc., a New Jersey corporation ("Assignor"), as the owner of the trademarks identified on Exhibit A hereto (the "Marks"), for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby sells, assigns, conveys, grants and transfers to Sunlight Foods, Inc., a California corporation, and its successor and assigns ("Assignee"), in perpetuity, all right, title and interest of Assignor and its affiliates throughout the world in and to the Marks and their related federal registrations together with the goodwill of the business symbolized by the Marks and their registrations.

Assignor hereby grants and agrees that Assignee may obtain or cause to be obtained registrations of the Marks and renewals thereof in the United States, any State thereof and throughout the world, whether or not referred to herein, in Assignee's name as a trademark proprietor, and hereby assigns to Assignee any and all rights which Assignor may have during any and all original and renewal terms of the Marks, throughout the world, including, without limitation, all causes of action for any and all infringement of the rights being assigned hereby and the right to retain the proceeds from such infringement claims. Assignee is hereby empowered to bring, prosecute, defend and appear in suits, actions and proceedings of any nature under or concerning the Marks, the registrations and all renewals thereof, in its own name as trademark proprietor, with all rights of action, and all remedies of every nature, including without limitation rights to injunctive relief, damages, profits, costs and attorney fees, arising out of past infringement of the Mark, or injury to the related goodwill.

Executed and effective this 11th day of May, 2000.

Cloud Nine Inc. ("Assignor")



By: JOSHUA TAYLOR, President

Name: JOSHUA TAYLOR

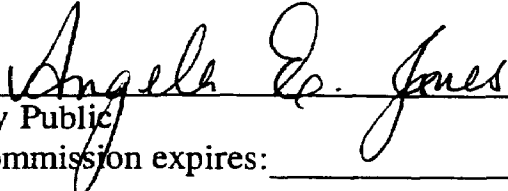
Title: PRESIDENT

COMMONWEALTH OF NEW JERSEY

COUNTY OF BERGEN ) ss.

MAY 11, 2000

On MAY 11, 2000, before me personally appeared JOSHUA TAYLOR, PRESIDENT of Cloud Nine Inc., on behalf of the corporation, to me known, who being by me duly sworn did depose and say that he/she has authority as an officer of the corporation to execute the foregoing instrument.



Notary Public

My commission expires: \_\_\_\_\_

Exhibit A

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
CLOUD NINE	1,740,639	Dec. 15, 1992
CLOUD NINE PURE CHOCOLATE 9	1,705,251	Aug. 4, 1992
TROPICAL SOURCE	1,907,898	July 25, 1995
SORRENTO VALLEY ORGANICS	75-647,647 (serial no.)	Nov. 4, 1999 (filing date)
SPEAK EASY	836,887	May 1, 1967
STILL NATURAL AFTER ALL THESE YEARS	2,019,070	Nov. 26, 1996
ENVIROMINTS	1,589,199	Aug. 10, 1989
LIONS AND TIGERS AND BEARS	2,065,848	May 27, 1997
<u>Intent-to-Use Applications</u>	<u>Serial No.</u>	<u>Filing Date</u>
SKY-HIGH	75-750,449	Aug. 9, 1999
SKY HIGH	75-680,144	May 3, 1999
CLOUD NINE MILE HIGH	75-651, 305	March 1, 1999
REFLEX	75-341,591	August 15, 1997