

08-21-2000



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

7.24.00

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
- Change of Name
- Other

Effective Date
Month Day Year
6 27 00

Conveying Party

Mark if additional names of conveying parties attached

Name VSF Brands, Inc.

Execution Date
Month Day Year
6 27 00

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 Ultimate Gourmet, L.L.C.

DBA/AKA/TA

Composed of

Address (line 1) c/o Baer Marks & Uppham LLP

Address (line 2) 805 Third Avenue

Address (line 3) New York

New York

10022

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

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.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

08/18/2000 MTHA11 00000270 510873

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40.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK

REEL: 002122 FRAME: 0704

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="510,873"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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:

#

Authorization to charge additional fees:

Yes

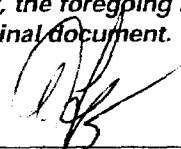
No

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.

Arthur M. Lieberman

Name of Person Signing



Signature

7/19/2000

Date Signed

TRADEMARK ASSIGNMENT

WHEREAS, VSF Brands Inc. (hereafter "Assignor"), a Delaware corporation, having an address at 10 Charlam Drive, Braintree, Massachusetts 02184 is the owner of all right, title and interest in and to the trademarks relating to the operation of Assignor's business under the names including, without limitation the registrations and applications identified on Schedule A attached hereto (hereafter the "Marks"); and

WHEREAS, Ultimate Gourmet, L.L.C. (hereafter "Assignee"), a New Jersey limited liability corporation, having an address c/o Baer Marks & Upham LLP, 805 Third Avenue, New York, York 10022, desires to acquire all right, title and interest in and to the Marks.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby grant, assign and set over to Assignee, its successors, assigns and legal representatives, the entire right, title and interest in and to the Marks, together with the good will of the business symbolized by such Marks and agrees to execute any other documents to vest title to said Marks in Assignee any where in the world.

Assignor also assigns unto Assignee all claims for damages by reason of past infringement of such trademark, with the right to sue for and collect the same for its own use and benefit, and for the use and benefit of its successors, assigns and other legal representatives.

IN WITNESS WHEREOF, the Assignor has caused its duly authorized representative to execute this Trademark Assignment on the date and in the capacity shown below.

Date: June 27th, 2000

VSF BRANDS INC.

By: Scott Jones
Name: Scott L Jones
Title: President

COMMONWEALTH OF MASSACHUSETTS)

: ss.:)

COUNTY OF Suffolk)

On this 27th day of June, 2000, before me appeared Scott Jones to me personally known, who, being by me duly sworn, did depose and say that he is the President of VSF Brands Inc., the corporation named in and which executed the foregoing instrument in writing; and that said instrument was signed and sealed on behalf

of said corporation; and said Scott Jones acknowledged said instrument to be the free and authorized act and deed of said corporation.

Given under my hand and seal at Boston, MA, this 27th day of June, 2000.

Notary Public Mark W. Manning
My Commission Expires: November 29, 2002
(Seal)

SCHEDULE A

TRADEMARK

Giroux (Stylized Letters)

U.S. REGISTRATION NO.

510,873

143.22567.0

SCHEDULE A

TRADEMARK

Giroux

COUNTRY/REGISTRATION NO.

France 1559673

Giroux

Korea 232392