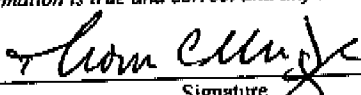


<b>RECORDATION FORM COVER SHEET</b>		U.S. DEPARTMENT OF COMMERCE
<b>TRADEMARKS ONLY</b>		U.S. Patent and Trademark Office
Form PTO-1594 (Ref. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings ⇨ ⇨ ⇨		
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
<p>1. Name of conveying party(ies):</p> <p><b>The Good Food Company</b></p> <p> <input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State - Delaware  <input type="checkbox"/> Other _____         </p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Big City Holdings, L.P</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>964 Marion Avenue</u></p> <p>City: <u>Highland Park</u> State: <u>IL</u> Zip: <u>60035</u></p> <p> <input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input checked="" type="checkbox"/> Limited Partnership <u>Delaware</u>  <input type="checkbox"/> Corporation-State _____  <input type="checkbox"/> Other _____         </p>	
<p>3. Nature of conveyance:</p> <p> <input checked="" type="checkbox"/> Assignment                      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement              <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____         </p> <p>Execution Date: _____</p>	<p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No          (Designations must be a separate document from assignment)          Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s)</p> <p>2,030,898 2,077,892</p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Thomas C. McDonough</u></p> <p>Internal Address: <u>Altheimer &amp; Gray</u></p> <p><u>Suite 4000</u></p> <p>Street Address: <u>10 S. Wacker Drive</u></p> <p>City: <u>Chicago</u> State: <u>IL</u> Zip <u>60606</u></p>	<p>6. Total number of applications and registrations involved: <span style="border: 1px solid black; padding: 2px;">2</span></p> <p>7. Total fee (37 CFR 3.41) .....\$ <u>65.00</u></p> <p> <input type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account         </p> <p>8. Deposit account number:</p> <p><u>011,156</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>	
<b>DO NOT USE THIS SPACE</b>		
<p>9. Statement and signature  <i>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.</i></p> <p style="text-align: center;">           _____          Signature       </p> <p>         Thomas C. McDonough          Name of Person Signing       </p> <p style="text-align: right;">         May <u>22</u>, 2001          Date       </p> <p>Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px;">3</span></p>		

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

**ASSIGNMENT OF TRADEMARKS**

WHEREAS, The Good Food Company ("Assignor"), a corporation organized and existing under the laws of the State of Delaware, having its principal place of business at 964 Marion Avenue, Highland Park, Illinois 60035, United States of America, is the owner of the entire right, title and interest in the trademarks, corresponding trademark applications and registrations, and common law, unregistered trademarks, including the goodwill of the business symbolized thereby and associated therewith, as set forth in Schedule A attached hereto and incorporated herein (hereinafter "the Trademarks");

WHEREAS, Big City Holdings, L.P. ("Assignee"), a limited partnership organized and existing under the laws of the State of Delaware, desires to acquire all right, title and interest in the Trademarks, together with the goodwill of the business symbolized thereby and associated therewith;

**NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN:**

For good and valuable consideration, the receipt and sufficiency of which are acknowledged by Assignor, Assignor does hereby sell, transfer, convey and assign to Assignee, Assignor's entire right, title and interest in and to said Trademarks together with the goodwill of the business symbolized thereby and associated therewith, the registrations thereof, all trademarks, service marks and trade names of Assignee which are not registered and the goodwill appurtenant thereto, and the right to sue and recover for any past, present and future infringements of said Trademarks, the Trademarks to be held and enjoyed by Assignee for its own use and benefit and for the use and benefit of its successors, assigns or other legal representatives as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made.

Assignor further agrees to execute any and all documents and do any such further acts that shall be required in order for Assignee to secure the rights hereby conveyed.

IN TESTIMONY WHEREFORE, Assignor has caused this instrument to be signed by its duly authorized officer as shown below.

THE GOOD FOOD COMPANY

By: *Michael W. Sternberg*  
Name: Michael W. Sternberg  
Title: President  
Dated: 3/4/97

SUBSCRIBED & SWORN TO  
before me this 4TH day of  
MARCH 1997.

*[Signature]*  
Notary Public  
My Commission expires: 7/29/98



**Registered Marks :**

Mark	Class	Country	Registration No.	Registration Date
KORNKOBS	30	U.S.	1,768,807	5/4/93
MIKE STERNBERG'S BIG CITY REDS	29	U.S.	2,030,898	1/14/97

**Pending Applications:**

Mark	Class	Country	Application Serial No.	Filing Date
MIKE STERNBERG'S BIG CITY REDS & Design	29	U.S.	74/640,156	2/24/95
MIKE STERNBERG'S BIG CITY REDS & Design	29	Canada	822,263	9/3/96