

ASSIGNMENT

WHEREAS WOLTRA, INC., a corporation organized and existing under the laws of the State of New Jersey and having its principal place of business in the city of West Orange, State of New Jersey, has acquired and used in its business and is the sole owner of the Trademarks and Service marks set out below in Exhibit A, attached hereto, which marks are subjects for applications for registration or are registered on the Principal Register of the United States Patent and Trademark Office, and the good will of the business appertaining thereto;

WHEREAS THE RYZMAN FAMILY PARTNERSHIP, a Limited Partnership organized and existing under the laws of the State of California and having its principal place of business in the City of Commerce, State of California, is desirous of acquiring all of the right title and interest in and to the Trademarks, Service marks and the registrations thereof and the good will of the business appertaining thereto, as well as the right to sue for past infringements thereof.

THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said WOLTRA, INC. does hereby sell, assign, and transfer unto THE RYZMAN FAMILY PARTNERSHIP, all right, title and interest in and to the marks, set forth on Exhibit A, attached hereto, together with all of the good will of the business symbolized by the marks and the applications and registration therefor, as well as the right to sue for past infringements thereof, as of the date set forth below.

Date: July 9, 1993

WOLTRA INC.

By: Kenneth Rempell
Kenneth Rempell, President

EXHIBIT A

1. The mark "Cocoa Rich", registered on the supplemental register of the United States Patent and Trademark Office on March 31, 1992 as Registration No. 1,681,651.

2. The mark "The Stik", the applications for registration of such mark filed in the office of the United States Patent and Trademark Office on _____, 1993, and assigned Serial Nos. _____ and _____, and any trademark registrations of such mark obtained after the date of this assignment.

3. The mark "Woltra", the applications for registration of such mark filed in the office of the United States Patent and Trademark Office on May 14, 1993, and assigned Serial Nos. 74/391542 and 74/391529, and any trademark registrations of such mark obtained after the date of this assignment.