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Form PTO-1594 (Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

101942294 COVER SHEET TRADEMARKS ONLY

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Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Jeremy Paige and Vicki Slotnick

- Individual(s) [checked], Association, General Partnership, Limited Partnership, Corporation-State, Other

Additional name(s) of conveying party(ies) attached? [ ] Yes [checked] No

3. Nature of conveyance:

- Assignment [checked], Merger, Security Agreement, Change of Name, Other

Execution Date: 12/20/01

2. Name and address of receiving party(ies)

Name: Organica Foods

Internal Address: Suite 807

Street Address: 10061 Riverside Drive

City: Toluca Lake State: CA Zip: 91602

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State California [checked], Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [ ] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [ ] Yes [checked] No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 75/751,093 75/837,956

B. Trademark Registration No.(s)

Additional number(s) attached [ ] Yes [checked] No

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

Name: Edwin Komen, Esq.

Internal Address: Cleary & Komen, LLP

Street Address: 600 Pennsylvania Avenue, S.E. Suite 200

City: Washington State: DC Zip: 20003

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41) \$ 65

- Enclosed [checked], Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Edwin Komen Name of Person Signing

[Signature] Signature

December 26, 2001 Date

Total number of pages including cover sheet, attachments, and document: 3

01/10/2002 GT0N11 00000132 75751093

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

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

TRADEMARK REEL: 002419 FRAME: 0624

## ASSIGNMENT

THIS AGREEMENT is by and between Jeremy Paige, a United States citizen, and Vicki Slotnick, a United States Citizen (hereinafter referred to as the "Joint Applicants"), whose current address is 10061 Riverside Drive, Suite 807, Toluca Lake, California 91602, on the one hand, and Organica Foods, a California corporation located at 10061 Riverside Drive, Suite 807, Toluca Lake, California 91602, on the other hand.

WHEREAS, the Joint Applicants have applied to register intent-to-use trademark applications for ORGANICA, Serial N<sup>o</sup> 75/751,093, presently amended for use on or in connection with cookies featuring organic ingredients in International Class 30 and ORGANICA FOODS, Serial N<sup>o</sup> 75/837,956 currently amended for use on or in connection with baked goods, namely, cookies (hereinafter the "Marks");

WHEREAS, the Joint Applicants had, at least as early as the filing date of the application, and continue to have, a bona fide good faith intent to use the Marks in commerce on or in connection with the recited goods;

WHEREAS, the Joint Applicants have, in fact, begun use of the Marks in interstate commerce on or in connection with the recited goods since at least as early as February 1999;

WHEREAS, the Joint Applicants on June 14, 2000 filed an Amendment to Allege Use in application Serial N<sup>o</sup> 75/751,093 reciting use in interstate commerce since February 1999;

WHEREAS, the Joint Applicants, on December 18, 2001, filed an Amendment to Allege Use in application Serial N<sup>o</sup> 75/837,956 reciting use in interstate commerce since February 1999;

WHEREAS, the Joint Applicants have, for purposes of manufacturing, distributing and selling the goods under the Marks have formed a California corporation named Organica Foods;

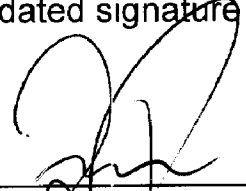
WHEREAS, the Joint Applicants desire, as part of the formation of the corporation, to transfer the Marks, the currently pending applications for the Marks and the goodwill symbolized by the Marks to the corporation Organica Foods;

WHEREAS, Organica Foods desires to acquire all rights in the Marks, including the currently pending applications and the goodwill symbolized by the Marks;

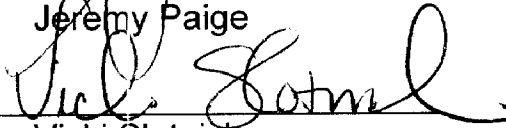
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Joint Applicants assign to Organica Foods all rights in the Marks, including the currently pending applications therefor and the goodwill symbolized by the Marks, including any or all causes of action relating to the Marks as may have accrued on or before the date of this Assignment.

THIS ASSIGNMENT is effective as of the last dated signature entered below.

Date: 12/20/01

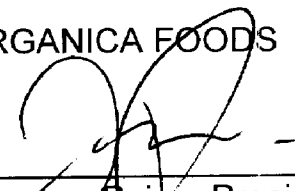
By:   
Jeremy Paige

Date: 12-20-01

By:   
Vicki Slotnick

AGREED AND ACCEPTED BY:

ORGANICA FOODS

By:   
Jeremy Paige, President

Date: 12/20/01