



04-25-2002

05-06-2002



U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

4/25/02

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

<p>1. Name of conveying party(ies): Celiac Group Acquisition Corporation 4197 Lakeside Drive, Suite 100 Richmond, VA 94806</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 <u>Delaware</u>  <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): Quinoa Corporation Street Address: <u>222 E. Redondo Beach Blvd.</u> <u>Unit B</u> City: <u>Gardena</u> State: <u>CA</u> Zip: <u>90248</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <u>California</u>  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  (Designations must be a separate document from Assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<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: <u>March 11, 2002</u></p>	
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<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s)  <b>(*SEE ATTACHED*)</b></p>	<p>B. Trademark registration No.(s)</p>
<p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Timothy J. Lyden</u>  Internal Address: <u>Hogan &amp; Hartson LLP</u>  _____  _____  Street Address: <u>8300 Greensboro Drive</u>  _____  <u>Suite 1100</u>  City: <u>McLean</u> State: <u>VA</u> Zip: <u>22102</u></p>	<p>6. Total number of applications and registrations involved: ..... <span style="border: 1px solid black; padding: 2px;">9</span></p> <p>7. Total fee (37 CFR 3.41): ..... <u>\$240.00</u></p> <p><input type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:  <u>08-2550</u>  (Attach duplicate copy of this page if paying by deposit account)</p>
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**DO NOT USE THIS SPACE**

9. 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.*

Timothy J. Lyden                                            4/25/02  
Name of Person Signing                      Signature                      Date

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

05/06/2002 GT0N11 00000074 082550 76329034  
01 FC:481 40.00 CH  
02 FC:482 200.00 CH

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

**Trademark****Serial No.**

<b>SCOTT FREE (IC 29)</b>	<b>76/329,034</b>
<b>SCOTT FREE (IC 30)</b>	<b>76/329,035</b>
<b>GLUTEN FREE LOGO (IC 29)</b>	<b>76/329,038</b>
<b>GLUTEN FREE LOGO (IC 30)</b>	<b>76/329,040</b>
<b>GLUTEN FREE LOGO (IC 35)</b>	<b>76/329,039</b>
<b>GLUTEN FREE LOGO (IC 41)</b>	<b>76/329,037</b>
<b>GLUTEN FREE LOGO (IC 42)</b>	<b>76/329,036</b>
<b>THE GLUTEN FREE MALL (IC 35)</b>	<b>76/320,840</b>
<b>YOUR SPECIAL DIET SUPERSTORE! (IC 35)</b>	<b>76/320,841</b>

## ASSIGNMENT OF TRADEMARK APPLICATION

This Assignment of Trademark Application ("*Assignment*") is made by Celiac Group Acquisition Corp., a Delaware corporation ("*CGAC*"), having its principal place of business at 4197 Lakeside Drive, Suite 100, Richmond, California 94806, in favor of Quinoa Corporation., a California corporation ("*Quinoa*"), having its principal place of business at 222 E. Redondo Beach Blvd., Unit B, Gardena, CA 90248.

WHEREAS, CGAC has filed the following trademark application in the United States Patent and Trademark Office (the "*Trademark*"):

<u>Trademark</u>	<u>Class</u>	<u>App.Ser.No.</u>	<u>Filing Date:</u>
Scott Free	29	76/329,034	Oct 23, 2001
Scott Free	30	76/329,035	Oct 23, 2001
Gluten free logo	29	76/329,038	Oct 23, 2001
Gluten free logo	30	76/329,040	Oct 23, 2001
Gluten free logo	35	76/329,039	Oct 23, 2001
Gluten free logo	41	76/329,037	Oct 23, 2001
Gluten free logo	42	76/329,036	Oct 23, 2001
The gluten Free Mall		76/320,840	Oct 4, 2001
Your Special Diet Superstore!		76/320,841	Oct. 4, 2001

WHEREAS, CGAC and Quinoa have entered into that certain Asset Purchase Agreement dated March 11, 2002 (the "*Agreement*") pursuant to which CGAC has agreed to assign and Quinoa has agreed to purchase certain assets as defined therein;

WHEREAS, the assets include all rights, title and interest in and to the Trademark and that portion of the business associated with the Trademark;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, CGAC does hereby assign to Quinoa all right, title, and interest in and to the Trademark.


Executed this 11<sup>th</sup> day of March, 2002.

**CELIAC GROUP ACQUISITION CORP.**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

  
**ERIC BEAUHOLT**  
**President & CEO**