

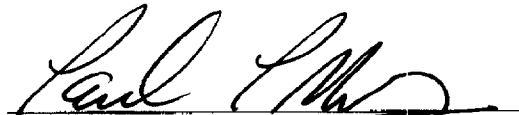
ASSIGNMENT

WHEREAS, Paul Merage, a United States citizen with an address of 20 Inverness Place East, Englewood, Colorado 80112 has adopted, used, is using, and is the owner of the trademark QUICK BAKES FROM HOT POCKETS which is the subject of Application Serial No. 78/122,530 now pending in the U.S. Patent and Trademark Office; and

WHEREAS, Chef America, Inc., a California corporation with a business address of 20 Inverness Place East, Englewood, Colorado 80112 is desirous of acquiring said trademark and the application therefor;

NOW, THEREFORE, in consideration of the sum of ten dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Paul Merage hereby assigns to Chef America, Inc. all right, title, and interest in the United States in and to said trademark and application therefor, together with the good will of the business symbolized by said trademark and application to register said trademark.

Paul Merage



Date:

August 8, 2002