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Form PTO-1594 (Rev. 10/02) OM3 No. 0651-0027 (exp. 6/30/2005)

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

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): GIVE AND GO HOLDINGS INC.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other Canadian corporation

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

- Nature of conveyance: Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: 05/30/2003

2. Name and address of receiving party(ies) Name: GIVE AND GO PREPARED FOODS CORP.

Internal Address:

Street Address: 6650 Finch Avenue West

City: Etobicoke Ontario, Canada State: Zip: M9W 6C2

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other Canadian corporation

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 No

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/306,150; 76/306,151; 76/306,152; 76/306,153

B. Trademark Registration No.(s) 2,131,791

Additional number(s) attached Yes No

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

Name: Eric W. Gallender

Internal Address: BRINKS HOFER GILSON & LIONE

Street Address: P.O. Box 10395

City: Chicago State: IL Zip: 60610

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41): \$ 140.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number: 23-1925

DO NOT USE THIS SPACE

9. Signature.

Eric W. Gallender Name of Person Signing

Eric W. Gallender Signature

July 14, 2003 Date

Total number of pages including cover sheet, attachments, and document: 5

08/04/2003 6TON11 00000207 76306150

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

01 FC:0521 40.00 EP 02 FC:0522 100.00 EP



07-17-2003

TRADEMARK & TMOc/TM Mail Rcpt Dt. #11 REEL: 002795 FRAME: 0384

ASSIGNMENT

WHEREAS, GIVE AND GO HOLDINGS INC. ("Assignor") is desirous of selling, assigning and transferring to GIVE AND GO PREPARED FOODS CORP., the full post office address of whose principal office or place of business is 6650 Finch Avenue West, Etobicoke, Ontario, Canada M9W 5Y6, ("Assignee"), all of its right, title and interest in and to the trademark applications and registration listed in the attached Schedule "A" ("Trademark Applications/Registration"), and made a part hereof, the trademarks described herein (the "Marks") and that portion of the business that pertains to the Marks;

WHEREAS, Assignee is desirous of acquiring all of Assignor's right, title and interest in and to the Trademark Applications/Registration, the Marks and that portion of the business that pertains to the Marks;

NOW, THEREFORE, for good and valuable consideration, the sufficiency of which is hereby acknowledged, it is hereby agreed as follows:

1. Assignor does hereby sell, assign, transfer, convey and set over to Assignee, its successors and assigns, all of its right, title and interest in and to the Trademark Applications/Registration, the Marks and that portion of the business that pertains to the Marks, together with the good will of the business symbolized by the Marks, including, but not limited to, the right to petition, sue or otherwise seek and recover damages, profits or any other remedy (monetary, injunctive, declaratory or other), for any past, present or future infringement, dilution, conversion or misappropriation of, or other injury, offense, violation, breach of duty or wrong relating to the Marks, or any license, agreement, contract or other matter relating thereto.

2. Assignor agrees that it will execute and deliver, or cause to be executed and delivered, to Assignee or Assignee's legal representatives, any other or additional assignments, powers or other appropriate documentation, and take all additional actions, necessary to effectuate, validate and record the assignment of the Trademark Applications/Registration to Assignee with the appropriate agencies and offices of all jurisdictions in which the Marks are or may be registered or in which applications for registration of the Marks are pending, including, but not limited to the United States Patent and Trademark Office, under the relevant laws of the United States or any other jurisdictions, within a reasonable time of execution hereof. Assignor also agrees to execute such additional documents as Assignee deems reasonably necessary to establish Assignee's rights in the Marks, including, but not limited to, such documents to establish the dates of first use for the Marks covered by the Trademark Applications/Registration, anywhere and in commerce, by Assignee through Assignor.

Executed at Toronto, Ontario, this 30th day of May, 2003.

GIVE AND GO HOLDINGS INC.

By: 

Name: DAN DEULIN

Title: PRESIDENT



STEVE MARTIN TRADEMARK

REEL: 002795 FRAME: 0385

SCHEDULE "A"

Trade Mark

Application No.

JUST HONEST TO GOODNESS, GOODNESS
TWO-BITE
TWO-BITE BROWNIES
TWO-BITE BROWNIES, JUST HONEST TO GOODNESS,
GOODNESS

76/306,153
76/306,150
76/306,152
76/306,151

Trade Mark

Registration No.

CINNAMON CRUNCHIES

2131791

SCHEDULE "A"

Trade Mark

Application No.

JUST HONEST TO GOODNESS, GOODNESS
TWO-BITE
TWO-BITE BROWNIES
TWO-BITE BROWNIES, JUST HONEST TO GOODNESS,
GOODNESS

76/306,153
76/306,150
76/306,152
76/306,151

Trade Mark

Registration No.

CINNAMON CRUNCHIES

2,131,791