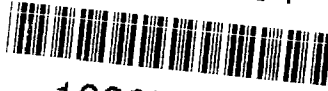


02-02-2004

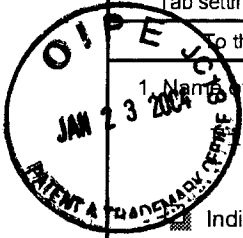
Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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



102658760

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



1. Name of conveying party(ies):

Besta Foods Inc.

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

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

3. Nature of conveyance:

- Assignment [x] Merger []
Security Agreement [] Change of Name []
Other []

Execution Date: November 1, 2003

2. Name and address of receiving party(ies)

Name: Walden-Hays, Inc.

Internal Address:

Street Address: 853 Broadway

City: New York State: NY Zip: 10003

- Individual(s) citizenship []
Association []
General Partnership []
Limited Partnership []
Corporation-State [x] New York
Other []

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,200,631

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

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

Name:

Internal Address: Unilever HPC

Street Address: 33 Benedict Place

City: Greenwich State: CT Zip: 06830

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed []
Authorized to be charged to deposit account [x]

8. Deposit account number: 03-1595

(Attach duplicate copy of this page if paying by deposit account)

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.

Jennifer L. Davies

Name of Person Signing

[Signature]

Signature

1/22/04

Date

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

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

01/30/2004 ESCOPER 00000042 031595 2200631

01 FC:0521 40.00 DA

TRADEMARK REEL: 002906 FRAME: 0167

U.S. TRADEMARK ASSIGNMENT

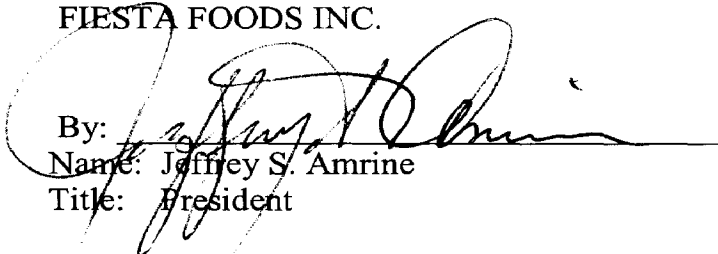
WHEREAS, FIESTA FOODS INC., an Illinois corporation (hereinafter "Assignor"), is owner of the trademark XTREME SPORT (& Design) and U.S. registration no. 2,200,631 therefor; and

WHEREAS, WALDEN-HAYS, INC., a New York corporation (hereinafter "Assignee"), is desirous of acquiring said trademark.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said Assignor does hereby assign to Assignee all right, title and interest in and to said trademark and registration therefor, together with the goodwill of the business symbolized by said trademark.

IN TESTIMONY WHEREOF, ASSIGNOR has caused this Agreement to be executed effective as of this 1st day of November, 2003.

FIESTA FOODS INC.

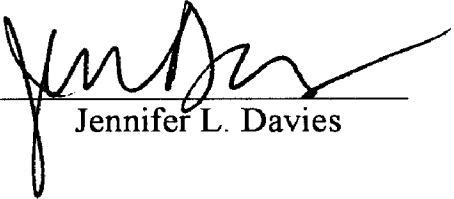
By: 
Name: Jeffrey S. Amrine
Title: President

CERTIFICATE OF EXPRESS MAIL UNDER 37 C.F.R. 1.10

“Express Mail” mailing label number: ET500299892US

Date of Deposit: January 23, 2004

I hereby certify that the following documents: (1) Transmittal Letter; (2) Recordation Form Cover Sheet; (3) Assignment; (4) Certificate of Mailing; and (5) Acknowledgement Postcard are being deposited with the United States Postal Service “Express Mail Post Office to Addressee” on the date indicated above and is addressed to: Mail Stop Assignment Recordation Services, Director of the United States Patent and Trademark Office, P. O. Box 1450, Alexandria VA 22313-1450



Jennifer L. Davies