

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BRETON ENTERPRISES, INC.		08/03/2004	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	GOOD HEALTH NATURAL FOODS, INC.		
Street Address:	81 Scudder Avenue		
City:	Northport		
State/Country:	NEW YORK		
Postal Code:	11768		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2252045	SOUTH OF FRANCE	
CORRESPONDENCE DATA			
Fax Number:	(215)655-2317		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	215.994.2317		
Email:	hal.borden@dechert.com		
Correspondent Name:	Dechert LLP		
Address Line 1:	4000 Bell Atlantic Tower		
Address Line 2:	1717 Arch Street		
Address Line 4:	Philadelphia, PENNSYLVANIA 19103-2793		
ATTORNEY DOCKET NUMBER:	347157		
NAME OF SUBMITTER:	Hal E. Borden		
Total Attachments: 1 source=Good Health assignment#page1.tif			

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ASSIGNMENT OF TRADEMARK

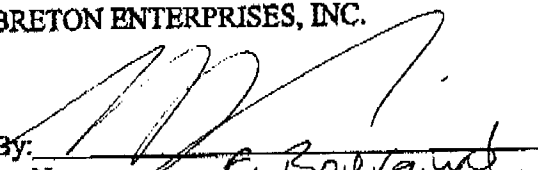
WHEREAS BRETON ENTERPRISES, INC. ("Assignor"), a New York corporation with offices at 81 Scudder Avenue, Northport, New York 11768, has adopted, used and is using the trademark SOUTH OF FRANCE (the "Trademark") in its business;

AND WHEREAS GOOD HEALTH NATURAL FOODS, INC. ("Assignee"), a California corporation with offices at 81 Scudder Avenue, Northport, New York 11768, wishes to acquire the Trademark, the registration of the Trademark shown in U.S. Reg. No. 2,252,045 (the "Registration") and any other registrations and applications for registration of the Trademark, and the goodwill of the business symbolized by the Trademark.

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Trademark, together with the Registration, any other registrations and applications for registration of the Trademark, and the goodwill of the business symbolized by the Trademark, including the right to recover for damages and profits and all other remedies for past infringements thereof.

Dated: August 3, 2004.

BRETON ENTERPRISES, INC.

By: 
Name: P. Bogrand
Title: President