

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

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|------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
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| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |
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|                      |          |                |                      |
|----------------------|----------|----------------|----------------------|
| CONVEYING PARTY DATA |          |                |                      |
| Name                 | Formerly | Execution Date | Entity Type          |
| Spruce Foods, Inc.   |          | 12/17/2004     | CORPORATION: ARIZONA |

|                      |  |
|----------------------|--|
| RECEIVING PARTY DATA |  |
| Name:                | Spruce Naturals, LLC                   |
| Street Address:      | 3455 West Sparks Trail                 |
| City:                | Prescott                               |
| State/Country:       | ARIZONA                                |
| Postal Code:         | 86305                                  |
| Entity Type:         | Limited Liability Corporation: ARIZONA |

|                           |         |   |
|---------------------------|---------|---|
| PROPERTY NUMBERS Total: 3 |         |   |
| Property Type             | Number  | Word Mark   |
| Registration Number:      | 2181478 | SINCE 1380 MONTEBELLO ARTISAN PASTA IMPORTED ORGANIC FROM ITALY SPAGHETTI |
| Registration Number:      | 2507754 | LAPAS   |
| Registration Number:      | 2748927 | VILLA FLOR  |

|  |                        |
|--|------------------------|
| CORRESPONDENCE DATA  |                        |
| Fax Number:  | (602)734-3750          |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                        |
| Phone:   | 602.262.5311           |
| Email:   | TRADEMARKS@LRLAW.COM   |
| Correspondent Name:  | Sean D. Garrison       |
| Address Line 1:  | 40 N. Central Avenue   |
| Address Line 2:  | Suite 1900             |
| Address Line 4:  | Phoenix, ARIZONA 85004 |

|                         |         |
|-------------------------|---------|
| ATTORNEY DOCKET NUMBER: | 42737-2 |
|-------------------------|---------|

|                    |                  |
|--------------------|------------------|
| NAME OF SUBMITTER: | Karen I. Wildman |
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| Total Attachments: 2 | <b>TRADEMARK</b> |
|----------------------|------------------|

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**TRADEMARK ASSIGNMENT**

WHEREAS, Spruce Foods, Inc., an Arizona corporation, doing business at 3455 West Sparks Trail, Prescott, Arizona, ("Assignor"), owns the trademarks listed on Exhibit A (the "Marks");

WHEREAS, Spruce Naturals, LLC, an Arizona corporation, doing business at 3455 West Sparks Trail, Prescott, Arizona ("Assignee"), wishes to acquire whatever rights Assignor may possess in the Marks and corresponding registrations;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged:

1. Assignor assigns to Assignee any and all rights, title and interest in the Marks, together with any goodwill of the business symbolized by the Marks and the corresponding federal trademark registrations set forth in Exhibit A.
2. This Trademark Assignment shall be governed by and construed in accordance with principles of United States federal common law, or if there is found to be no such common law, then the law of the State of Arizona.
3. This Trademark Assignment contains the entire understanding and agreement between the parties hereto with respect to its subject matter and supercedes any prior or contemporaneous written or oral agreements, representations or warranties between them respecting the subject matter hereof.

DATED this 17 day of December 2004.

ASSIGNOR:

Spruce Foods, Inc.,  
an Arizona corporation

By: [Signature]  
Its: President

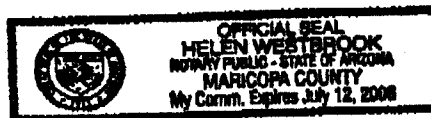
STATE OF ARIZONA, )

) SS:

COUNTY OF )

On this 17 day of December, 2004, before me appeared Robert Breen, the person who was authorized to sign this instrument on behalf of the identified corporation, who being sworn, acknowledge that he signed this instrument as a free act.

[Signature]  
Notary Public



1581072.1

**SCHEDULE A****LIST OF TRADEMARK REGISTRATIONS  
U.S. Registrations**

| Mark   | Registration No. | Registration Date |
|--|------------------|-------------------|
| Design, SINCE 1380<br>MONTEBELLO ARTISAN<br>PASTA IMPORTED ORGANIC<br>FROM ITALY SPAGHETTI | 2,181,478        | 08/11/1998        |
| LAPAS  | 2,507,754        | 11/13/2001        |
| VILLA FLOR   | 2,748,927        | 08/15/2003        |