

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE

TRADEMARKS ONLY

Patent and Trademark Office

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


<p>1. Name of conveying party(ies)/Execution Date(s): Avenue Chile Pepper, LLC.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Limited Liability Company</p> <p>Citizenship (see guidelines) _____ Execution Date(s) January 4, 2005 Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: Zesty Lifestyle, L.P. Internal Address: Street Address: 110 William Street, 23rd Floor City: New York State: NY Country: United States Zip: 10038</p> <p><input type="checkbox"/> Association Citizenship _____ <input type="checkbox"/> General Partnership Citizenship _____ <input checked="" type="checkbox"/> Limited Partnership Citizenship _____ <input type="checkbox"/> Corporation Citizenship _____ <input type="checkbox"/> Other _____ Citizenship _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) and address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: _____</p> <p>Execution Date: January 4, 2005</p>	

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s): See attached Schedule 1	B. Trademark Registration No.(s) See attached Schedule 1
C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown): See attached Schedule 1	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Galyn Gafford</p> <p>Internal Address: Locke Liddell & Sapp LLP Street Address: 2200 Ross Avenue, Suite 2200 City: Dallas State: Texas Zip: 75201-6776 Phone Number: (214) 740-8493 Fax Number: (214) 756-8493 Email Address: ggafford@lockeliddell.com</p>	<p>6. Total number of applications and registration involved: 12</p> <p>7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$</p> <p><input type="checkbox"/> Authorized to be charged by credit card <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed</p> <p>8. Deposit Account Number: <u>12-1781 (83037/00001)</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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9. 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.

	01/05/05
Name of Person Signing	Date

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

Mail document to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
 Mail Stop Assignment Recordation Services, Director of the USPTO
 P.O. Box 1450; Alexandria, VA 22313-1450

CH \$316.00 121781 78222974

Schedule 1

U.S. Serial No./Registration No.	Mark
2359976	Chile Pepper
2516678	Hot Stuff
2684529	Cooking Zesty
2783392	International Zesty Foods Show
2857044	International Zesty Foods Association
78222974	Chile Pepper Show
76536504	Best of Zest
76558720	I am Zesty
76568264	Zesty
76568265	Just Zesty Me
76568266	Zesty Me
76593687	The Zesty Life

TRADEMARK ASSIGNMENT

WHEREAS, Avenue Chile Pepper, LLC, a Texas limited liability company (hereinafter referred to as "Assignor"), owns the entire right, title and interest in and to the trademarks, trademark registrations and applications (hereinafter referred to collectively as "Trademarks") listed on the attached Exhibit 1, and

WHEREAS, Zesty Lifestyle, L.P., a Delaware limited partnership and (hereinafter referred to as "Assignee"), is desirous of acquiring the entire right, title and interest in and to the said Trademarks;

WHEREAS, Assignee is a successor of Assignor;

NOW, THEREFORE, in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby sell, assign and transfer unto Assignee, its successors and assigns, its entire right, title and interest in and to the Trademarks together with the goodwill symbolized by the Trademarks and the right to recover for past infringement as fully and entirely as the same would have been held by Assignor if this assignment and sale had not been made.

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed this 4 day of January, 2005.

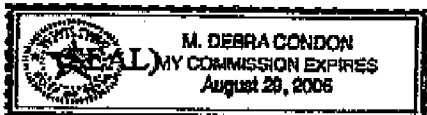
[ASSIGNOR NAME]
a [ENTITY]

By: 

Name: Karl Singer

Title: Manager

On this 4 day of January, 2005, personally appeared Karl Singer to me known and known to me to be Manager of Avenue Chile Pepper, LLC a Texas limited liability co. the assignor above named, and acknowledged that he executed the foregoing trademark assignment on behalf of said assignor and pursuant to authority duly received.



M. Debra Condon
Notary Public in and for State of Texas
County of Dallas

My Commission expires: 8-29-06

EXHIBIT 1
TO
Trademark Assignment

Mark	U.S. Serial No./Reg. No.	Filing Date/Reg. Date
Chile Pepper	2359976	06/20/00
Hot Stuff	2516678	12/11/01
Cooking Zesty	2684529	02/04/03
International Zesty Foods Show	2783392	11/11/03
International Zesty Foods Association	2857044	06/22/04
Chile Pepper Show	78222974	03/07/03
Best of Zest	76536504	08/11/03
I am Zesty	76558720	10/27/03
Zesty	76568264	12/22/03
Just Zesty Me	76568265	12/22/03
Zesty Me	76568266	12/22/03
The Zesty Life	76593687	05/21/04