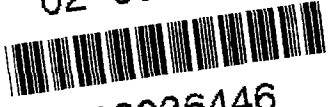


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DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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):
Cecil Saydah Company

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

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

2. Name and address of receiving party(ies)
Name: Credit Managers Association of CA
Internal Address: 40 East Verdugo Avenue
Street Address: _____
City: Burbank State: CA Zip: 91502

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State California
 Other _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 8/5/04

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) 78/300,478
 B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Robert L. Handler
 Internal Address: Ezra Brutzkus Gubner, LLP
 Street Address: First Financial Plaza
 16830 Ventura Boulevard, Suite 310
 City: Encino State: CA Zip: 91436

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

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.
 Robert L. Handler
 Name of Person Signing
 Signature:
 Date: 1/28/05

02/08/2005 5 8BYRNE 00000120 78300478

Total number of pages including cover sheet, attachments, and document: 3

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

TRADEMARK REEL: 003117 FRAME: 0508

TRADEMARK ASSIGNMENT AGREEMENT

This AGREEMENT made as of this 5th day of August, 2004, between Cecil Saydah Company, a corporation existing and organized under the laws of the State of California (hereinafter "Saydah"), and Credit Managers Association of California, doing business as CMA Business Credit Services, a corporation existing and organized under the laws of the State of California, in its sole and limited capacity as assignee for the benefit of the creditors of Saydah (hereinafter "CMA").

WHEREAS, Saydah has intended to use the following Trademark in commerce and has filed an application indicating that intention, but has not yet filed an allegation of use under §§1(c) or 1(d) in the United States Patent and Trademark Office:

<u>TRADEMARK</u>	<u>APPLICATION NO.</u>	<u>FILED</u>
GOURMET GALLEY	78/300,478	September 15, 2003

WHEREAS, Saydah, is the assigning the Trademark in the above-identified application as part of the entire business, or portion thereof, to which the above referenced Trademark pertains as required by 15 U.S.C. §1060;

WHEREAS, Saydah, by resolution of its Board of Directors, made an assignment for the benefit of creditors under California law in favor of CMA, in its sole and limited capacity as assignee for the benefit of creditors of Saydah (the "General Assignment"). Pursuant to the General Assignment, Saydah has transferred ownership of all of its right, title and interest in and to its tangible and intangible assets (the "Assets") to CMA, and in so doing, has also designated CMA to act, pursuant to California law, as the Assignee for the Benefit of Creditors of Saydah.

NOW THEREFORE, in consideration of the mutual covenants contained herein and for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

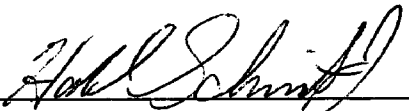
Saydah hereby assigns unto CMA its entire right, title and interest in and to said Trademark, together with the goodwill of the business symbolized by said Trademark and the pending application thereof.

Upon CMA's request, Saydah will execute and deliver all further instruments of conveyance, assignment and transfer and take all other action that CMA reasonably may require to more effectively convey and transfer to CMA the Trademark, including any and all documents which may be required by the United States Trademark Office to perfect the conveyance, assignment and transfer of said Trademark to CMA.

This Assignment shall inure to the benefit of CMA and its successors and assigns and shall be binding upon Saydah and its heirs, legal representatives and assigns. If any provision hereof shall be finally determined to be invalid or unenforceable, such provision shall be deemed to be stricken from this Assignment and the remainder hereof shall remain in full force and effect.

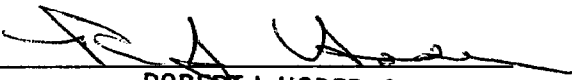
ASSIGNOR:

Cecil Saydah Company

By: 
Name: HAROLD SCHIFFERHOLT
Title: PRES
Date: 1-10-05

ASSIGNEE:

Credit Managers Association of California
doing business as CMA Business Credit Services,
in its sole and limited capacity as Assignee for the
Benefit of Creditors of Cecil Saydah Company

By: 
Name: ROBERT J. HODER, SECRETARY
Title: _____
Date: 1/10/05