

Form PTO-1594 (Rev. 03/05)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Don McKinley, an individual
DBA FOOD MERCHANTS

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

Citizenship (see guidelines) U.S.

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Quinoa Corporation

Internal Address: Unit B

Street Address: 220 E. Redondo Beach Blvd.

City: Gardena

State: California

Country: U.S.A. Zip: 90248

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship California
- Other _____ Citizenship _____

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)

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) 7/8/2005

- Assignment Merger
- Security Agreement Change of Name
- Other Confirmatory Agreement & Assignment

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,300,117

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

FOOD MERCHANTS & DESIGN

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Edouard V. Rosa, Esq.

Internal Address: _____

Street Address: 5304 Derry Avenue
Suite S

City: Agoura Hills

State: California Zip: 91301

Phone Number: 818-735-0590

Fax Number: 818-735-0594

Email Address: evrosalaw@att.net

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

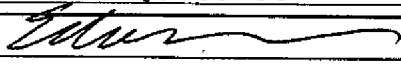
- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 1568
Expiration Date 03/06

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:



Signature

07/12/2005

Date

Edouard V. Rosa

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 2

Documents 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

OP \$40.00 2300117

CONFIRMATORY AGREEMENT AND ASSIGNMENT OF REGISTERED MARK

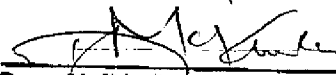
THIS IS TO CONFIRM the following Agreement and Assignment of United States Trademark Registration No. 2,300,117 for the mark "FOOD MERCHANTS & DESIGN" for food products, namely, packaged combinations of polenta and various sauce dated December 14, 1999 (hereinafter referred to as "Registration") between Don McKinley, an individual, formerly doing business as FOOD MERCHANTS, whose business address was 5060 W. 102nd Avenue, Westminster, Colorado 80030 (hereinafter referred to as "Assignor") and Quinoa Corporation, a California corporation, having its principal place of business at 220 E. Redondo Beach Blvd., Unit B, Gardena, California 90248 (hereinafter referred to as "Assignee").

WHEREAS, ASSIGNOR on July 7, 2000, assigned all right, title and interest in and to said Registration, together with the good will of the business symbolized by the "FOOD MERCHANTS & DESIGN" trademark and the Registration to ASSIGNEE;

WHEREAS, ASSIGNOR and ASSIGNEE are agreed that it is desirable that the aforesaid Assignment be confirmed by an instrument in writing for the benefit and protection of the parties and of the aforesaid Registration;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said ASSIGNOR does hereby assign unto said ASSIGNEE all right, title, and interest in and to the said "FOOD MERCHANTS & DESIGN" mark, together with the good will of the business symbolized by the mark, and the above identified Registration thereof.

Dated: 8 July 2005


Don McKinley, an individual
formerly DBA FOOD MERCHANTS