

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
VIP Foods, Inc.		08/18/2006	CORPORATION: WASHINGTON

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	VIP Sales Company, Inc.
<b>Street Address:</b>	6116 South Memorial Drive
<b>City:</b>	Tulsa
<b>State/Country:</b>	OKLAHOMA
<b>Postal Code:</b>	74133
<b>Entity Type:</b>	CORPORATION: OKLAHOMA

**PROPERTY NUMBERS Total: 27**

Property Type	Number	Word Mark
Registration Number:	1478856	VIP VEGGIE COMBOS
Registration Number:	2079527	VIP QUALITY PLUS
Registration Number:	2671367	VIP QUICKFIX SIDES
Registration Number:	2039344	FRESHER THAN FRESH
Registration Number:	2155019	VIP 10 MINUTE MEAL
Registration Number:	1825900	VIP HOME FIXIN'S
Registration Number:	1982085	VIP STIRFRY LO MEIN
Registration Number:	2066150	VIP STIR-FRY HUNAN
Registration Number:	0899311	VIP
Registration Number:	1962750	BEIJING
Registration Number:	1793769	VIP FRANCISCAN
Registration Number:	1807748	QUICK OVEN CRISPY
Registration Number:	1679556	VIP MANDARIN
Registration Number:	1499788	VIP

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Registration Number:	1454503	VIP GOURMET
Registration Number:	1443442	VIP FRESHER THAN FRESH
Registration Number:	1952946	FRESHER THAN FRESH
Registration Number:	0899805	WHIP-EE
Registration Number:	0899312	V. I. P.
Registration Number:	1991700	FRESHER THAN FRESH
Registration Number:	2000563	MANDARIN
Serial Number:	78483538	STEAMWORKS
Serial Number:	78483506	FRESH JUST ISNT FRESH ENOUGH
Serial Number:	78872002	NATURAL DESSERTS
Serial Number:	78599272	NUTRA-DRINK
Serial Number:	78443874	SPUDWORKS
Registration Number:	1694652	VIP QUICKFIX FROZEN FRESH GRADE A FANCY

**CORRESPONDENCE DATA**

Fax Number: (617)951-8736  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 617-951-8000  
Email: jennifer.kagan@bingham.com  
Correspondent Name: Jennifer A. Kagan  
Address Line 1: Bingham McCutchen LLP  
Address Line 2: 150 Federal Street  
Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	0800819/0000320381
NAME OF SUBMITTER:	Jennifer Kagan
Signature:	/jenniferkagan/
Date:	08/24/2006

Total Attachments: 4  
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**ASSIGNMENT OF TRADEMARKS AND TRADEMARK APPLICATIONS**

WHEREAS, VIP Foods, Inc., a Washington corporation, located at 6116 South Memorial Drive, Tulsa, Oklahoma 74133 (the "Seller"), has adopted, used and is using the trademarks (the "Marks") identified on Schedule A attached hereto, and is the owner of the registrations and applications of such Marks in the United States Patent and Trademark Office identified on such Schedule A;

WHEREAS, VIP Sales Company, Inc. a corporation organized and existing under the laws of the State of Oklahoma, having a place of business at 6116 South Memorial Drive, Tulsa, Oklahoma 74133, U.S.A. (the "Buyer"), is desirous of acquiring the Marks and the registrations thereof; and

WHEREAS, nothing contained in this Assignment of Trademarks and Trademark Applications shall expand, reduce or otherwise affect the indemnification rights of the parties under the Partial Redemption and Purchase Agreement, dated as of August 18, 2006 (the "Purchase Agreement"), by and among VIP Sales Acquisition Corp., the Buyer, the shareholder of the Buyer and certain other parties;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Seller does hereby assign, sell and transfer unto the Buyer all of Seller's right, title and interest in and to the Marks, together with (i) the registrations and applications of the Marks, (ii) the Seller's goodwill of the business symbolized by and associated with the Marks and the registrations and applications thereof, and (iii) the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to the Marks or the registrations and applications thereof or such associated goodwill.

*[Remainder of this page intentionally left blank]*

IN WITNESS WHEREOF, the Seller, by its duly authorized officer, has executed this assignment, as an instrument under seal, on this 18<sup>th</sup> day of August, 2006.

VIP FOODS, INC.

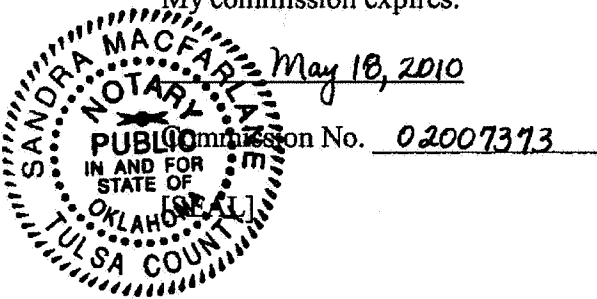
By: *Guy W. Lewis*  
Name: Guy W. Lewis  
Title: President

STATE OF OKLAHOMA    )  
                                  ) ss.  
COUNTY OF TULSA    )

On this 18<sup>th</sup> day of August, 2006, before me appeared Guy W. Lewis, the person who signed this instrument, who acknowledged that he is the President of VIP Foods, Inc. and that being duly authorized he signed such instrument as a free act on behalf of said limited liability company.

*Sandra MacFarlane*  
Notary Public

My commission expires:



The foregoing assignment of the Marks and the registrations and applications thereof by the Seller to the Buyer is hereby accepted as of the 18<sup>th</sup> day of August, 2006.

VIP SALES COMPANY, INC.

By: *Guy W. Lewis*  
Name: Guy W. Lewis  
Title: President

**Trademarks and Trademark Registrations**

	<b><u>Trademark</u></b>	<b><u>Registration No.</u></b>	<b><u>Filed</u></b>
1.	VIP Veggie Combos	1,478,856	October 3, 1983
2.	VIP Quality Plus	2,079,527	July 15, 1997
3.	VIP Quickfix Sides	2,671,367	January 7, 2003
4.	Fresher than Fresh	2,039,344	February 18, 1997
5.	VIP 10 Minute Meal	2,155,019	May 5, 1998
6.	VIP Home Fixin's	1,825,900	March 8, 1994
7.	VIP Stir-Fry LoMein	1,982,085	June 25, 1996
8.	VIP Stir-Fry Hunan	2,066,150	June 3, 1997
9.	VIP (Circle)	899,311	Renewal filed October 4, 1990
10.	Beijing	1,962,750	March 19, 1996
11.	VIP Franciscan	1,793,769	September 21, 1993
12.	Quick Oven Crispy	1,807,748	November 30, 1993
13.	VIP Mandarin	1,679,556	March 17, 1992  OG Date January 4, 1994
14.	VIP (Large)	1,499,788	August 9, 1988
15.	VIP Gourmet	1,454,503	August 25, 1987
16.	VIP Fresher than Fresh	1,443,442	June 18, 1987
17.	Fresher than Fresh (small)	1,952,946	January 30, 1996
18.	Whip-ee	899,805	September 29, 1970
19.	V.I.P.	899,312	September 22, 1970

	<b><u>Trademark</u></b>	<b><u>Registration No.</u></b>	<b><u>Filed</u></b>
20.	VIP Quickfix Frozen Fresh Grade A Fancy & Design	1694652	June 16, 1992
21.	Fresher than Fresh	1991700	August 6, 1996
22.	Mandarin	2000563	September 17, 1996

**Trademark Applications**

<b><u>Title</u></b>	<b><u>Serial No.</u></b>	<b><u>Filing Date</u></b>
Steamworks	78/483,538	July 18, 2006
Fresh Just Isn't Fresh Enough	78/483506	September 14, 2004
Natural Desserts & Design	78/872002	April 28, 2006
Nutra-Drink	78/599272	March 31, 2005
Spudworks	78/443874	June 30, 2004