

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
VITECH AMERICA CORPORATION		06/19/2006	CORPORATION: WASHINGTON

RECEIVING PARTY DATA

Name:	SEATTLE GOURMET FOODS, INC.
Street Address:	19016 72nd Avenue
City:	Kent
State/Country:	WASHINGTON
Postal Code:	98032
Entity Type:	CORPORATION: WASHINGTON

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	2471992	X-CUSEME
Registration Number:	2021061	LACTZYME
Registration Number:	2955271	DROPZ
Registration Number:	2623878	INSTASTRIPZ
Registration Number:	2468250	MYNTZ!
Registration Number:	1686995	VITARITE
Registration Number:	2316456	SWISSCAL 500
Registration Number:	2294755	ZINGGUARD
Registration Number:	2156511	VITERGY
Registration Number:	2542335	SQYNTZ!
Registration Number:	1033359	CLINIC
Serial Number:	75253457	THERAGAR
Registration Number:	1782368	THERAPRIN

CH \$365.00 2471992

Serial Number:

75460695

FLEXION C2G

CORRESPONDENCE DATA

Fax Number: (206)628-7699

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (206) 628-7655

Email: janeeckels@dwt.com

Correspondent Name: Jane Eckels

Address Line 1: Davis Wright Tremaine LLP

Address Line 2: 1501 Fourth Avenue, Suite 2600

Address Line 4: Seattle, WASHINGTON 98101

ATTORNEY DOCKET NUMBER:

35325-26

NAME OF SUBMITTER:

Kristine Fyfe, Davis Wright Tremaine

Signature:

/kristinefyfe/

Date:

09/14/2006

Total Attachments: 6

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TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (the "Trademark Assignment") is executed and delivered as of the 19 day of June 2006, by VITECH AMERICA CORPORATION, a Washington corporation, whose address is 10767 MARLEWOOD AVES. W BURIE, WA 98146, DAVID A. PARKER, an unmarried individual, and DONALD PARKER, a married individual, on behalf of himself and his marital community (an "Assignor" and together, the "Assignors"), in favor of SEATTLE GOURMET FOODS, INC., a Washington corporation, whose address is 19016 72nd Avenue, Kent, Washington 98032 ("Assignee"), pursuant to that certain Asset Purchase Closing Agreement, dated as of June 19th, 2006 (the "Purchase Agreement"), between Assignors and Assignee. Pursuant to the Purchase Agreement, Assignee is acquiring substantially all of the assets owned by Assignors in connection with their business of manufacturing and selling breath mints, candy mints and related products. Capitalized terms not otherwise defined herein shall have the respective meanings set forth in the Purchase Agreement.

WHEREAS, Assignors are the owners of the trademarks and the corresponding registrations and applications therefor listed on Schedule 1 which is attached hereto and incorporated by this reference;

WHEREAS, Assignee wishes to acquire said trademarks and the corresponding registrations and applications;

NOW, THEREFORE, for good and valuable consideration, in accordance with Section 1.1(b) of the Purchase Agreement, Assignors do hereby assign to Assignee all right, title and interest in and to said trademarks and the corresponding registrations and applications, together with the goodwill associated therewith, and to all income, royalties, damages, claims and payments now or hereafter due or payable with respect thereto, and in and to all causes of action in law or in equity for past, present or future infringement of said trademarks and the corresponding registrations and applications, and to all rights corresponding to the foregoing throughout the world, free and clear of all liens and encumbrances, with all such liens and encumbrances attaching to the sale proceeds.


Assignors shall execute and deliver to Assignee such other instruments of transfer and to do all such other acts and things as shall be reasonably necessary or appropriate to vest in Assignee title to said trademarks and the corresponding registrations and applications, to secure and preserve Assignee's rights hereunder, or to enforce, defend or confirm Assignee's right to exploit those rights, and to comply with the purposes and intent of this Trademark Assignment.

[Signatures are on the following page]


IN WITNESS WHEREOF, the parties hereto have caused this Trademark Assignment to be executed as of the date first written above.

ASSIGNORS:

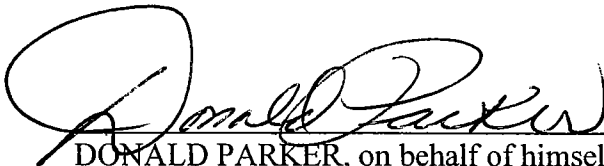
VITECH AMERICA CORPORATION

By: 
Name: DAVID A. PARKER
Its: PRESIDENT

ASSIGNOR:

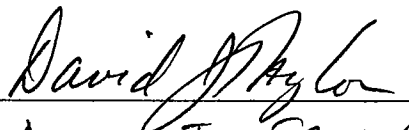

DAVID A. PARKER, an unmarried individual

ASSIGNOR:


DONALD PARKER, on behalf of himself and his marital community

Acknowledged by:

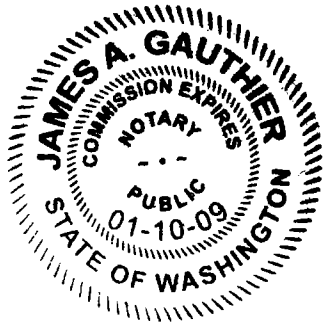
SEATTLE GOURMET FOODS, INC.

By: 
Name: DAVID J. TAYLOR
Title: Pres.

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this 19th day of June, 2006, before me, a Notary Public in and for the State of Washington, personally appeared DAVID A. PARKER, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that he was authorized to execute the instrument, and acknowledged it to be the free and voluntary act and deed of said individual for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

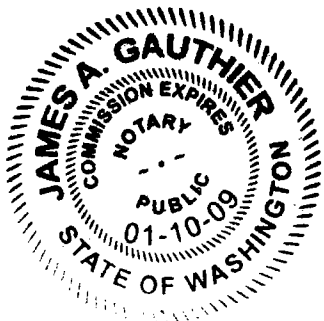


[Handwritten Signature]
NOTARY PUBLIC in and for the State of
Washington, residing at Kent
My appointment expires 1-10-09
Print Name JAMES A. GAUTHIER

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this 19th day of June, 2006, before me, a Notary Public in and for the State of Washington, personally appeared DONALD PARKER, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that he was authorized to execute the instrument, and acknowledged it to be the free and voluntary act and deed of said individual for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.



[Handwritten Signature]
NOTARY PUBLIC in and for the State of
Washington, residing at Kent
My appointment expires 1-10-09
Print Name JAMES A. GAUTHIER

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this 19th day of June, 2006, before me, a Notary Public in and for the State of Washington, personally appeared DAVID A. PARKER personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that he was authorized to execute the instrument, and acknowledged it, as the PRESIDENT of ViTech America Corporation, to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.



[Signature]
NOTARY PUBLIC in and for the State of
Washington, residing at KENT
My appointment expires 1-10-09
Print Name JAMES A GAUTHIER

**SCHEDULE 1 TO
TRADEMARK ASSIGNMENT**

TRADEMARK	APP. NO. OR REG. NO.	FILING DATE OR REG. DATE	GOODS/SERVICES	STATUS
X-CUSEME	2,471,992	July 24, 2001	Dietary supplements, namely, a substance taken through the mouth that retards the formation of flatulence - in Class 5	REGISTERED
LACTZYME	2,021,061	December 3, 1996	Dietary supplements, namely lactase enzyme in caplets, tablets, and liquid drops to aid in digestion of dairy products - in Class 5	REGISTERED Renewal due December 3, 2006
DROPZ (Stylized)	2,955,271	May 24, 2005	Candy, namely, breath mints - in Class 30	REGISTERED
INSTASTRIPZ	2,623,878	September 24, 2002	Mint candy, namely, breath mints - in Class 30	REGISTERED
MYNTZ! (Stylized)	2,468,250	July 10, 2001	Candy, namely, breath mints - in Class 30	REGISTERED
VITARITE	1,686,995	May 12, 1992	Vitamin and nutrient supplements - in Class 5	REGISTERED
SWISSCAL 500	2,316,456	February 8, 2000	Dietary supplements, namely, chewable calcium in tablets - in Class 5	REGISTERED Renewal due February 8, 2006. Grace period expires August 8, 2006.
ZINCGUARD	2,294,755	November 23, 1999	Dietary supplements, namely, homeopathic throat lozenges containing zinc as an active ingredient - in Class 5	REGISTERED Declaration of Use due November 23, 2005. Grace period expired May 23, 2006. No evidence that Declaration of Use filed per U.S. Patent and Trademark Office's TARR website.
VITERGY	2,156,511	May 12, 1998	Dietary supplements, namely, nutritional supplements - in Class 5	REGISTERED
SQYNTZ! (Stylized)	2,542,335	February 26, 2002	Candy, namely, sour hard candy - in Class 30	REGISTERED

CLINIC (Assigned to ViTech America Corporation by Life-Line Nutritionals, Inc.; break in chain of title: no evidence of assignment between Simpak Corp (the prior recorded owner) and Life-Line Nutritionals).	1,033,359	February 10, 1976	Medical and pharmaceutical preparations - namely, vitamins, castor oil, aspirin, witch hazel, pain reliever analgesic tablets, tincture of alcohol, mineral oil, cod liver oil, olive oil, merbromin solution, iodine tincture, sodium ethyl mercurithiosalicylate, aromatic cascara, rectified turpentine oil, hydrogen peroxide, rubbing alcohol and boric acid - in Class 5	REGISTERED Renewal due February 10, 2006. Grace period expires August 10, 2006.
ROCK 'N COTTON CANDY				
TASTEE BUBBLES				
THERAGAR	75/253,457	March 7, 1997	Dietary supplements, namely, nutritional supplements - in Class 5	ABANDONED 1/09/01
THERAPRIN	1,782,368	July 20, 1993	Pharmaceutical product; namely, a low dosage analgesic agent - in Class 5	CANCELLED 4/24/04
FLEXION C2G (Stylized)	75/460,695	April 1, 1998	Dietary supplements - in Class 5	ABANDONED 3/12/02

COMMON LAW MARKS

MYNTZ!
DROZ!
SQYNTZ!
INSTASTRIPZ