

**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

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Bankruptcy Estate of GFI America, Inc.		10/16/2006	TRUSTEE: UNITED STATES

**RECEIVING PARTY DATA**

<b>Name:</b>	J&B Wholesale Distributing Distributing, Inc.
<b>Doing Business As:</b>	DBA NO NAME STEAKS
<b>Street Address:</b>	13200 43RD ST. NE
<b>Internal Address:</b>	P.O. Box 212
<b>City:</b>	St. Michael
<b>State/Country:</b>	MINNESOTA
<b>Postal Code:</b>	55376
<b>Entity Type:</b>	CORPORATION: MINNESOTA

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Registration Number:	1675998	SMARTBURGER
Registration Number:	1746500	SMART MEAT
Registration Number:	1763036	SMART MEAT
Registration Number:	1771662	SMARTMEAT CHOICE
Registration Number:	2731422	SMART MEAT
Registration Number:	1806280	SMARTBEEF
Registration Number:	2837707	

**CORRESPONDENCE DATA**

Fax Number: (612)877-5999  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 612-877-5443  
 Email: ipmsd@moss-barnett.com

CH \$190.00 1675998

Correspondent Name: Marsha Stolt of Moss & Barnett, P.A.  
Address Line 1: 90 So. Seventh St.  
Address Line 2: 4800 Wells Fargo Ctr  
Address Line 4: Minneapolis, MINNESOTA 55402-4129

ATTORNEY DOCKET NUMBER:

28784.112

NAME OF SUBMITTER:

Marsha Stolt, Esq.

Signature:

/marshastolt/

Date:

10/27/2006

Total Attachments: 2

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TRUSTEE'S BILL OF SALE


KNOW ALL MEN BY THESE PRESENTS, that I, Phillip L. Kunkel, Trustee in Bankruptcy, in the matter of: GFI America, Inc., Debtor, Bankruptcy Case No. 05-47855, for good and valuable consideration paid, pursuant to Local Rule 6004-1(e), does hereby sell, assign, transfer, release, and set-over unto J&B Wholesale Distributing, Inc. d/b/a NO NAME STEAKS™ (“Buyer”) all of the right, title, and interest of the bankruptcy estate of GFI America, Inc., in and to:

All intellectual property owned by or licensed to the Debtor and used in the manufacture of the SmartMeat products set forth in Schedule 1.1(a)(i) (the “Products”) of the Asset Purchase Agreement (“APA”), including all patents, copyrights, trade secrets, trade names, logos and trademarks, together with the goodwill of the business symbolized by the marks, and all registrations that have or shall issue in connection with the marks, as more particularly described on Schedule 1.1(a)(ii) of the APA (collectively, the “Intellectual Property”);

All of the recipes, formulas, product specifications, processes and customer lists owned by the Debtor’s Estate that were utilized in Debtor’s production of the Products.

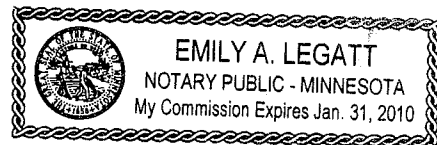
TO HAVE AND TO HOLD unto the said J&B Wholesale Distributing, Inc., their heirs, legal representatives, successors, and assigns FOREVER.

IN WITNESS WHEREOF, I have hereunder set my hand this 16<sup>th</sup> day of October, 2006.

  
\_\_\_\_\_  
Phillip L. Kunkel  
Trustee in Bankruptcy

Subscribed and sworn to before me  
this 16<sup>th</sup> day of October, 2006.

  
\_\_\_\_\_  
Notary Public



**SCHEDULE 1.1(a)(ii)**

**INTELLECTUAL PROPERTY**

<b><u>Mark</u></b>	<b><u>Registration No.</u></b>	<b><u>Date of Registration</u></b>
SMARTBURGER	1,675,998	February 18, 1992
SMART MEAT	1,746,500	January 12, 1993
SMART MEAT	1,763,036	April 6, 1993
SMARTCHOICE	1,771,662	May 18, 1993
SMART MEAT (w/Design)	2,731,422	July 1, 2003
SMARTBEEF	1,806,280	November 23, 1993
Design (animal with a mortarboard)	2,837,707	May 4, 2004