

TRADEMARK ASSIGNMENT

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fresh Choice, Inc.		11/20/2006	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Fresh Choice, LLC
Street Address:	8371 Central Avenue
Internal Address:	Suite A
City:	Newark
State/Country:	CALIFORNIA
Postal Code:	94560
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	1610861	FRESH CHOICE
Registration Number:	2684186	FRESH CHOICE
Registration Number:	2451839	FRESH CHOICE EXPRESS
Registration Number:	2729672	FRESH CHOICE EXPRESS
Registration Number:	2383575	FRESH CHOICE MASTERS CLUB
Registration Number:	2643710	FRESH CHOICE NOW THAT'S FRESH!
Registration Number:	2693508	FRESH CHOICE ULTIMATE SALAD SOUP BAKERY PASTA BAR
Registration Number:	2366469	GREAT TASTE. IT'S OUR BAG!
Registration Number:	2489232	NOW THAT'S FRESH
Registration Number:	2803641	YOUR FRESH CONNECTION FOR LIFE!
Registration Number:	1562755	ZOOPA

CORRESPONDENCE DATA

CH \$290.00 1610861

Fax Number: (415)836-2501
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 415.836.2557
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ATTORNEY DOCKET NUMBER:	360890-900100
NAME OF SUBMITTER:	Heather A. Dunn
Signature:	/Heather A. Dunn/
Date:	11/21/2006

Total Attachments: 3
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ASSIGNMENT OF TRADEMARKS

WHEREAS, Fresh Choice, Inc., a California corporation having its principal offices at 8371 Central Avenue, Suite A, Newark, CA 94560 ("Assignor"), is the owner of the trademark applications and registrations listed in Exhibit A (the "Trademarks") now pending or registered in the United States Patent and Trademark Office and/or the California Secretary of State;

WHEREAS, on November 16, 2005 the United States Bankruptcy Court in the Northern District of California, in Case No. 04-54318 (ASW), confirmed the reorganization plan (the "Plan") of Assignor, wherein Assignor's assets, including the Trademarks, reverted in Fresh Choice, LLC, a Delaware limited liability company with its principal offices at 8371 Central Avenue, Suite A, Newark, CA 94560 ("Assignee") . The effective date of the Plan was December 21, 2005, which shall also be the effective date hereof (the "Effective Date"); and

WHEREAS, Assignor transferred ownership of its Assets pursuant to the Plan, and Assignee acquired said Trademarks and applications and registrations therefor pursuant to the Plan;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, to the extent not already effected by the United States Bankruptcy Court's confirmation of the Plan, Assignor hereby assigns to Assignee all right, title and interest in and to the Trademarks and the applications and registrations therefor, in the United States and throughout the world together with the common law rights and goodwill of the business symbolized by the Trademarks and together with the right to recover for damages and profits from past infringements thereof, if any. Any and all rights with respect to the Trademarks vested in Assignee as a result of this assignment shall be effective as of the Effective Date.

Assignor, hereby constitutes and appoints Assignee as Assignor's true and lawful attorney in fact, with full power of substitution in Assignor's name and stead, to take any and all steps, including proceedings at law, in equity or otherwise, to execute, acknowledge and deliver any and all instruments and assurances necessary or expedient in order to vest or perfect the aforesaid rights and related causes of action more effectively in Assignee or to protect the same or to enforce any claim or right of any kind with respect thereto. This includes, but is not limited to, any rights with respect to the Trademarks that may have accrued in Assignor's favor from the respective date of first use of the Trademarks to the Effective Date. Assignor hereby declares that the foregoing power is coupled with an interest and as such is irrevocable

Signed at Newark, CA, this 20th day of November, 2006.

ASSIGNOR

By: 

Name: Tim O'Shea, Chief Executive Officer

Date: 11/20/06

Exhibit A

State Registration: California

	Client-Matter/SubCase	Status	Application	Registration
SAY HELLO TO FRESHNESS	341151-900406/USCA/	Registered 42	035957	12-Jan-2000

Federal Registrations: United States of America

FRESH CHOICE	341151-900404/US/	Registered 42	73/836743 06-Nov-1989	1610861 21-Aug-1990
FRESH CHOICE & DESIGN	341151-900420/US/	Registered 42	76/012155 28-Mar-2000	2684186 04-Feb-2003
FRESH CHOICE EXPRESS	341151-900416/US/	Registered 42	75/709209 19-May-1999	2451839 15-May-2001
FRESH CHOICE EXPRESS & DESIGN	341151-900422/US/	Registered 42	76/012179 28-Mar-2000	2729672 24-Jun-2003
FRESH CHOICE MASTERS CLUB	341151-900413/US/	Registered 42	75/299086 28-May-1997	2383575 05-Sep-2000
FRESH CHOICE NOW THAT'S FRESH! & DESIGN	341151-900421/US/	Registered 42	76/012074 28-Mar-2000	2643710 29-Oct-2002
FRESH CHOICE ULTIMATE SALAD SOUP BAKERY PASTA BAR & DESIGN	341151-900423/US/	Registered 43	78/127964 10-May-2002	2693508 04-Mar-2003
GREAT TASTE. IT'S OUR	341151-900417/US/	Registered 42	75/800835 15-Sep-1999	2366469 11-Jul-2000

NOW THAT'S FRESH	341151-900418/US/	Registered 42	75/903144 25-Jan-2000	2489232 11-Sep-2001
YOUR FRESH CONNECTION FOR LIFE! & DESIGN	341151-900424/US/	Registered 43,44	78/130041 20-May-2002	2803641 06-Jan-2004
ZOOPA	341151-900414/US/	Registered 42	73/773861 06-Jan-1989	1562755 24-Oct-1989