

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
Reynaldo's Mexican Food Manufacturing, Inc.		11/28/2006	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	New Reynaldo's, LLC		
Street Address:	11929 Woodruff Avenue		
City:	Downey		
State/Country:	CALIFORNIA		
Postal Code:	90241		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	78831468	REYNALDO'S	
Serial Number:	76598665	REYNALDO'S A TRADITION OF FINE MEXICAN PRODUCTS	
CORRESPONDENCE DATA			
Fax Number:	(310)788-8923		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	310.556.0721		
Email:	jchang@salmas-law.com		
Correspondent Name:	Ju Chang		
Address Line 1:	1880 Century Park East		
Address Line 2:	Suite 420		
Address Line 4:	Los Angeles, CALIFORNIA 90067		
ATTORNEY DOCKET NUMBER:	REYNALDO'S ASSIGNMT		
NAME OF SUBMITTER:	Ju Chang		
Signature:	/ju chang/		

OP \$65.00 78831468

Date:

12/05/2006

Total Attachments: 3

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**U.S. PATENT AND TRADEMARK OFFICE
OFFICE OF PUBLIC RECORDS**

ASSIGNMENT BRANCH

WHEREAS, REYNALDO'S MEXICAN FOOD MANUFACTURER, INC., (hereinafter "Assignor"), a California corporation, having a principal place of business at 11929 Woodruff Avenue, Downey, California, 90241, is the record owner of the following two U.S. Trademark Applications (hereinafter, the "Applications") pending before the U.S. Patent and Trademark Office:

1. "REYNALDO'S" (standard character mark), Serial No. 78/831,468, filed on March 7, 2006; and
2. "REYNALDO'S A TRADITION OF FINE MEXICAN PRODUCTS," (design, plus words), Serial No. 76/598,665, filed on June 18, 2004.

WHEREAS, Assignor filed for Chapter 11 bankruptcy protection pursuant to Section 11 of the United States Code, 11 U.S.C. Section 101, et seq., on May 9, 2006, in the United States Bankruptcy Court, Central District of California, Los Angeles Division (Case No. 06-11909 RN).

WHEREAS, the Office of the United States Trustee appointed Bradley D. Sharp (hereinafter, the "Trustee") as the Chapter 11 Trustee for Assignor's case.

WHEREAS, MTK, Inc, a Delaware corporation, and Huff Alternative Fund, L.C., a Delaware Limited Partnership, (hereinafter, MTK, Inc. and Huff Alternative Fund, L.C., are collectively referred to as the "Buyers") entered into a court approved Asset Purchase Agreement (hereinafter, the "Asset Purchase Agreement") with the Trustee on


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November 21, 2006, to purchase substantially all of Assignor's assets, including the above-referenced trademarks and Applications.

WHEREAS, the Asset Purchase Agreement authorizes the Buyers to designate a third party to be the assignee of the assets sold to Buyers under the Asset Purchase Agreement.

WHEREAS, the Buyers have designated NEW REYNALDO'S, LLC (hereinafter, "Assignee") having a principal place of business at 11929 Woodruff Avenue, Unit B, Downey, California 90241, a Delaware limited liability company, to be the assignee of the assets sold under the Asset Purchase Agreement.

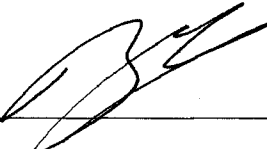
WHEREAS, Assignee is desirous of acquiring all right, title and interest in and to said marks and Applications.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor has sold, assigned and transferred, and by these presents does hereby sell, assign and transfer unto Assignee, its successors and assigns, the entire right, title and interest in and to the above-referenced trademarks and Applications (Serial Nos. 78/831,468 and 76/598,665), together with the goodwill thereof and other incidents of its business associated with or symbolized by said trademarks and by said Applications.


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TRADEMARK

Dated: November 28, 2006

ASSIGNOR
REYNALDO'S MEXICAN FOOD MANUFACTURER, INC.

By: 

Name: Bradley D. Sharp

Title: Chapter 11 Trustee for Chapter 11 Bankruptcy Debtor,
Reynaldo's Mexican Food Manufacturer, Inc.

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On 28 November 2006 before me, Michelle Morice, Notary Public,
personally appeared Bradley D. Sharp, personally known to
me to be the person whose name is subscribed to the within instrument and
acknowledged to me that he executed the same in his authorized capacity, and that by his
signature on the instrument the person, or the entity upon behalf of which the person
acted, executed the instrument



WITNESS my hand and official seal


NOTARY PUBLIC

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