

**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>      |
| Merlino Italian Baking Co.       |  | 12/29/2006                           | CORPORATION: WASHINGTON |
| <b>RECEIVING PARTY DATA</b>      |  |                                      |                         |
| <b>Name:</b>                     | Seattle Gourmet Foods, Inc.  |                                      |                         |
| <b>Street Address:</b>           | 19016 72nd Avenue  |                                      |                         |
| <b>City:</b>                     | Kent   |                                      |                         |
| <b>State/Country:</b>            | WASHINGTON   |                                      |                         |
| <b>Postal Code:</b>              | 98032  |                                      |                         |
| <b>Entity Type:</b>              | CORPORATION: WASHINGTON  |                                      |                         |
| <b>PROPERTY NUMBERS Total: 5</b> |  |                                      |                         |
| <b>Property Type</b>             | <b>Number</b>  | <b>Word Mark</b>                     |                         |
| Registration Number:             | 2876452  | WHEEE                                |                         |
| Registration Number:             | 2927258  | A HEALTHY WAY TO KICK START YOUR DAY |                         |
| Registration Number:             | 2695564  | MOTO BAR                             |                         |
| Serial Number:                   | 78332877   | MEZZA LUNA                           |                         |
| Serial Number:                   | 78252873   | MERLINO                              |                         |
| <b>CORRESPONDENCE DATA</b>       |  |                                      |                         |
| <b>Fax Number:</b>               | (206)628-7699  |                                      |                         |
|                                  | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                                      |                         |
| <b>Phone:</b>                    | (206) 628-7655   |                                      |                         |
| <b>Email:</b>                    | janeeckels@dwt.com   |                                      |                         |
| <b>Correspondent Name:</b>       | Jane Eckels  |                                      |                         |
| <b>Address Line 1:</b>           | Davis Wright Tremaine LLP  |                                      |                         |
| <b>Address Line 2:</b>           | 1501 Fourth Avenue, Suite 2600   |                                      |                         |
| <b>Address Line 4:</b>           | Seattle, WASHINGTON 98101  |                                      |                         |
| <b>ATTORNEY DOCKET NUMBER:</b>   | 35325-29   |                                      |                         |

CH \$140.00 2876452

|   |  |
|---|--|
| NAME OF SUBMITTER:  | Kristine Fyfe, Davis Wright Tremaine LLP |
| Signature:  | /kristinefyfe/                           |
| Date:   | 01/04/2007                               |
| <b>Total Attachments: 3</b><br>source=Merlino Italian Baking Co. - Trademark Assignment#page1.tif<br>source=Merlino Italian Baking Co. - Trademark Assignment#page2.tif<br>source=Merlino Italian Baking Co. - Trademark Assignment#page3.tif |  |

## TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (the "Trademark Assignment") is executed and delivered as of the 29<sup>th</sup> day of December 2006, by MERLINO ITALIAN BAKING CO., a Washington corporation ("Assignor"), in favor of SEATTLE GOURMET FOODS, INC., a Washington corporation ("Assignee"), pursuant to that certain Asset Purchase Closing Agreement, dated as of December 29, 2006 (the "Purchase Agreement"), between Assignor, Greg Merlino, and Assignee. Capitalized terms not otherwise defined herein shall have the respective meanings set forth in the Purchase Agreement.

WHEREAS, Assignor is the owner of all Intellectual Property owned, used or held for use in connection with the operation of the Business, including without limitation, the trademarks and, as applicable, the corresponding registrations and applications therefor listed on Schedule 1 which is attached hereto and incorporated by this reference (collectively, the "Trademarks");

WHEREAS, Assignee wishes to acquire the Intellectual Property and Trademarks;

WHEREAS, pursuant to the Purchase Agreement, Assignor has agreed to transfer, and Assignee has agreed to accept, all Intellectual Property owned by Assignor in connection with the Business, including without limitation, the Trademarks;

WHEREAS, the purpose of this document is to confirm, complete and memorialize such transfer of the Intellectual Property and Trademarks from Assignor to Assignee;

NOW, THEREFORE, for good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign to Assignee all right, title and interest in and to all Intellectual Property owned, used or held for use in connection with the operation of the Business, including without limitation, the Trademarks and any other registrations or applications therefor in the United States or any foreign jurisdiction, 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.

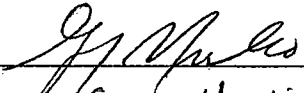
Assignor shall execute and deliver to Assignee such other instruments of transfer and to do all such other acts and things as shall be reasonably necessary or appropriate to vest in Assignee title to the Intellectual Property and Trademarks, to secure and preserve Assignee's rights hereunder, or to enforce, 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.

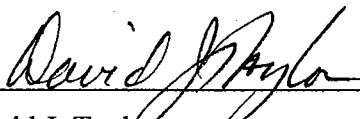
**ASSIGNOR:**

MERLINO ITALIAN BAKING CO.

By:   
Name: Greg Merlino  
Its: President

Accepted and acknowledged by  
**ASSIGNEE:**

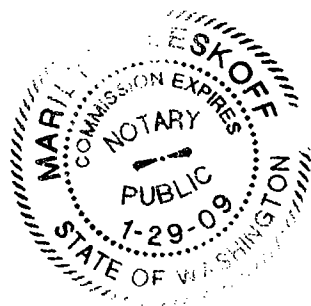
SEATTLE GOURMET FOODS, INC.

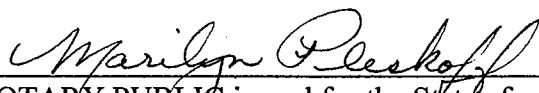
By:   
Name: David J. Taylor  
Its: President

STATE OF WASHINGTON )  
  ) ss.  
COUNTY OF KING       )

On this 29<sup>th</sup> day of December, 2006, before me, a Notary Public in and for the State of Washington, personally appeared ~~XXXXXXXX~~ GREG MERLINO, 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 MERLINO ITALIAN BAKING CO., 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.



  
NOTARY PUBLIC in and for the State of  
Washington, residing at Seattle, WA  
My appointment expires 1-29-09  
Print Name MARILYN PLESKOFF

**SCHEDULE 1 to the TRADEMARK ASSIGNMENT**

**Registered Marks**

| TRADEMARK   | COUNTRY       | APPLICATION NO. OR REGISTRATION NO. | FILING DATE OR EFFECTIVE DATE OF REGISTRATION | GOODS/SERVICES   | STATUS  |
|---|---------------|-------------------------------------|---|--|---|
| WHEEE and Design<br> | United States | 2,876,452                           | August 24, 2004                               | Ready to eat food bars made primarily of wheat flour and oats and also containing fruits, nuts and other natural ingredients in Class 30 | REGISTERED<br><br>Declaration of Use due August 24, 2010.   |
| A HEALTHY WAY TO KICK START YOUR DAY  | United States | 2,927,258                           | February 22, 2005                             | Ready to eat food bars made primarily of wheat flour and oats and also containing fruits, nuts and other natural ingredients in Class 30 | REGISTERED<br><br>Declaration of Use due February 22, 2011. |
| MOTO BAR  | United States | 2,695,564                           | March 11, 2003                                | Ready to eat food bars made primarily of wheat flour and oats and also containing fruits, nuts and other natural ingredients in Class 30 | REGISTERED<br><br>Declaration of Use due March 11, 2009.    |
| MEZZA LUNA  | United States | 78/332877                           | November 25, 2003                             | Italian style cookies in Class 30  | ABANDONED   |
| MERLINO   | United States | 78/252873                           | May 21, 2003                                  | Baked goods, namely, biscotti, cookies, ready to eat food bars, and baked confections in Class 30  | ABANDONED   |

**Common Law Marks**

MERLINO BAKING COMPANY

MERLINO BAKING COMPANY & Oval with Banner Design

Angel & Wheat Design