

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	01/22/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Global Organic Brands, Inc.		03/30/2007	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Bruce Nierenberg
Street Address:	90 Lexington Avenue, 5 B
City:	New York
State/Country:	NEW YORK
Postal Code:	10016
Entity Type:	INDIVIDUAL:

Name:	David Robinov
Street Address:	140 West End Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10023
Entity Type:	INDIVIDUAL:

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2858711	MEDITERRANEAN ORGANIC

CORRESPONDENCE DATA

Fax Number: (401)273-4447
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 401-273-4446
 Email: cmb@barjos.com
 Correspondent Name: Cynthia Branca, Barlow, Josephs & Holmes

OP \$40.00 2858711

Address Line 1: 101 Dyer Street, 5th Floor
Address Line 4: Providence, RHODE ISLAND 02903

ATTORNEY DOCKET NUMBER:	U10T2294US
NAME OF SUBMITTER:	Cynthia M. Branca
Signature:	/cynthia m. branca/
Date:	04/04/2007

Total Attachments: 8

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ASSIGNMENT OF TRADEMARK

This Assignment of Trademark (the "Assignment") effective nunc pro tunc to January 22, 2004 is by and between Global Organic Brands, Inc., a New York corporation ("Assignor") and David Rubinov and Bruce Nierenberg ("Assignees").

WHEREAS, the Assignor, a New York corporation, was the Applicant for an "Intent to Use" application for the trademark "Mediterranean Organic (with design)" filed with the United States Patent and Trademark Office on December 11, 2000 (the "Trademark");

WHEREAS, the Assignees, as the sole shareholders of Assignor, caused Assignor to be dissolved on or about July 16, 2002 pursuant to the Certificate of Dissolution attached hereto as Exhibit A to facilitate the transfer and reincorporation of Assignor's business, assets, and related goodwill, including without limitation, its rights to the Trademark application and registration, to a new limited liability company established and wholly-owned by Assignees ("LLC"); and

WHEREAS, following the dissolution of Assignor and as part of the wind-up of the its affairs, Assignor transferred all of its business, assets and related goodwill to Assignees and Assignor desires hereby to assign all of its rights in the application and registration for the Trademark to the Assignees as successors to the Assignor; and

WHEREAS, it is the intention of the Assignees subsequent to this Assignment, to promptly contribute and further assign all of their interests in such Trademark to the new LLC as the further successor entity to the Assignor;

NOW THEREFORE, for the sum of \$1.00 and for other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Assignor grants, conveys and assigns to the Assignees all of the Assignor's right, title and interest in and to the Trademark application and subsequent registration of the Trademark (U.S. Registration Number 2858711) listed on the attached Exhibit B, and (a) any renewals thereof and any registration granted in any renewals thereof, made a part of this Assignment, and (b) all income, royalties, damages and payments now and later due and/or payable with respect to the Trademark including, without limitation, damages and payments for past, present or future infringements, (c) the right to sue for past, present and future infringements, and (d) all rights relating to the Trademark throughout the world, together with the goodwill of the business connected with and symbolized by the Trademark.

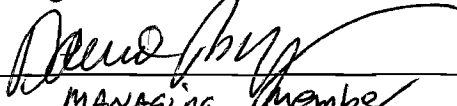
The Assignor covenants that it will execute any other documents and perform any other acts that may be necessary fully to vest in the Assignees the rights conveyed by this Assignment and to register this Assignment with any governmental authority having jurisdiction over it.

[Signature Page Follows]

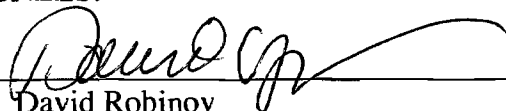
Dated as of March 30, 2007

ASSIGNOR:

Global Organic Brands, Inc.

By: 
Its: MANAGING MEMBER

ASSIGNEES:

By: 
David Robinov

By: _____
Bruce Nierenberg

Dated as of March 30, 2007

ASSIGNOR:

Global Organic Brands, Inc.

By: _____
Its: _____

ASSIGNEES:

By: _____
David Robinov

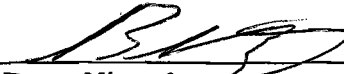
By:  _____
Bruce Nierenberg

EXHIBIT A

[Certificate of Dissolution Attached]

New York State
 Department of State
 Division of Corporations, State Records
 and Uniform Commercial Code
 Albany, NY 12221

**CERTIFICATE OF DISSOLUTION
 OF**

GLOBAL ORGANIC BRANDS, INC.
(insert corporate name)

Under Section 1003 of the Business Corporation Law

FIRST: The present name of the corporation is: GLOBAL ORGANIC BRANDS, INC.
 (If the name of the corporation has been changed, the name under which it was formed is:

SECOND: *(must include month, day and year)* The certificate of incorporation was filed by the Department of State on: 6/23/2000

THIRD: *(must include number and street)* The name and addresses of each officer and director of the corporation is:

BRUCE NIRSBERG

90 LEXINGTON AVENUE - 5B

NEW YORK, NY 10016

DAVID ROBINOV

140 WEST END AVENUE

NEW YORK, NY 10013

FOURTH: The corporation elects to dissolve.

FIFTH: *(check appropriate box)*

- The dissolution was authorized at a meeting of shareholders by a vote of two-thirds of all outstanding shares entitled to vote or by the unanimous written consent of the holder(s) of all outstanding shares entitled to vote and the certificate of incorporation does not provide for an alternate manner of authorization.
- The dissolution was authorized in the manner required by provisions in the certificate of incorporation.

Document must be signed on reverse side.



New York State Department of Taxation and Finance

Taxpayer Services and Revenue Division
W A Harriman Campus
Albany NY 12227

Consent to Dissolution of a Corporation

Consent date: 7/16/02

Taxpayer ID: B-13-4134459-5

To the Secretary of State:

Pursuant to provisions of section 1004 of Article 10 of the Business Corporation Law, the Commissioner of Taxation and Finance hereby consents to the dissolution of:

GLOBAL ORGANIC BRANDS INC

This consent is effective until: 10/15/02

By P. Joseph Kneiss
For the Commissioner of Taxation and Finance

TR-960 (11/01)
(formerly PR-960)

Department of State copy

(Tear here)



New York State Department of Taxation and Finance

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W A Harriman Campus
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For the Commissioner of Taxation and Finance

TR-960 (11/01)
(formerly PR-960)

Taxpayer copy

Consent to Dissolution of a Corporation

Filed by:

DAVID ROBINOV
215 KATONAH AVENUE
KATONAH NY 10536-2138

TR-960 (back) (11/01)
(formerly PR-960)

Consent to Dissolution of a Corporation

Filed by:

DAVID ROBINOV
215 KATONAH AVENUE
KATONAH NY 10536-2138

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Consent to Dissolution of a Corporation

Filed by:

DAVID ROBINOV
215 KATONAH AVENUE
KATONAH NY 10536-2138

TR-960 (back) (11/01) TDP0000190 1921701
(formerly PR-960)

EXHIBIT B

Mark	Registration Number	Registration Date
 The logo consists of a sunburst on the left with a stylized 'M' inside a circle. To the right, the words 'Mediterranean' and 'Organic' are written in a decorative font on a dark, wavy background.	2,858,711	June 29, 2004

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