OP \$40.00 28587

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 |
|------------------|------------------------|----------------|-------------|
| Bruce Nierenberg | | 03/30/2007 | INDIVIDUAL: |
| David Robinov | 03/30/2007 INDIVIDUAL: | | INDIVIDUAL: |

RECEIVING PARTY DATA

| Name: | Global Organic Brands, LLC | |
|-----------------|-------------------------------------|--|
| Street Address: | 215 Katonah Avenue | |
| City: | Katonah | |
| State/Country: | NEW YORK | |
| Postal Code: | 10536 | |
| Entity Type: | LIMITED LIABILITY COMPANY: NEW YORK | |

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

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/ |
| | IRAUEINIAKN |

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| Date: | 04/10/2007 | | | |
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| Total Attachments: 16 | Fotal Attachments: 16 | | | |
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| source=US Reg 2858711 - Assignment 2#pa | age13.tif | | | |
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ASSIGNMENT OF TRADEMARK

This Assignment of Trademark (the "Assignment") effective <u>nunc pro tunc</u> to January 22, 2004 is by and between David Rubinov and Bruce Nierenberg (together, the "Assignors") and Global Organic Brands, LLC ("Assignee").

WHEREAS, the Assignors were the sole shareholders in a corporation incorporated under New York business corporation law under the name, Global Organic Brand, Inc. (the "Corporation"); and

WHEREAS, the Corporation was dissolved on or about July 16, 2002 pursuant to the Certificate of Dissolution attached hereto as <u>Exhibit A</u>; and

WHEREAS, pursuant to an assignment by the Corporation to the Assignors attached hereto as <u>Exhibit B</u>, the Assignors acquired the trademark and its registration listed on the attached <u>Exhibit C</u> and the goodwill of the Corporation's business in which such trademark was used (the "Trademark"); and

WHEREAS, the Assignors desire to re-contribute and assign in this Assignment all of their interests in such Trademark and related goodwill to the Assignee as the successor entity and in which the Assignors are the sole members;

NOW THEREFORE, for the sum of \$1.00 and for other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Assignors grant, convey and assign to the Assignee all of the Assignors' 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 C, 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 Assignors covenant that they will execute any other documents and perform any other acts that may be necessary fully to vest in the Assignee the rights conveyed by this Assignment and to register this Assignment with any governmental authority having jurisdiction over them.

[Signature Page Follows]

465947 v.02

Dated as of March 30, 2007

 Dated as of March 30, 2007

| ASSIGNORS: |
|----------------------------|
| : |
| Ву: |
| David Robinov |
| Ву: |
| Bruce Nierenberg |
| |
| ASSIGNEE: |
| Global Organic Brands, LLC |
| R _W |

EXHIBIT A

[Certificate of Dissolution Attached]

465947 v.02

New York State
Department of State
Otvision of Corporations, State Records
and Uniform Commercial Code
Albany, NY 12231

NOT BELT ADSOLUTE

CERTIFICATE OF DISSOLUTION

GLOBAL OFFANIC BRANDS, THE.

| Under Section 1003 of the Business Corporation Law |
|--|
| FIRST: The present name of the corporation is: GLOBAL ORGANIC BRANK, THE. (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: (man include number and arrest) The name and addresses of each officer and director of the corporation is: |
| Bruch Nirembert |
| 90 LEXINGTON AUGNUE - 58 |
| NEW YORK, MY 1001/2 |
| DAVID RIGHTON |
| 140 WEST FUD ANTAINE |
| MEN YORK, MY 10073 |
| |
| |
| FOURTH: The corporation elects to dissolve. |
| FIFTH: (check appropriate bas) |
| 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.

DOS-1337 (Rav. \$490)



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

P. Jourh Koneis 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

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:

This consent is effective until: 10/15/02

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

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

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Consent date: 7/16/02

Taxpayer ID: B-13-4134459-5

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GLOBAL ORGANIC BRANDS INC.

This consent is effective until: 10/15/02

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

For the Commissioner of Taxation and Finance

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

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

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

EXHIBIT B

[Assignment Attached]

465947 v.02

ASSIGNMENT OF TRADEMARK

This Assignment of Trademark (the "Assignment") effective <u>nunc pro tunc</u> 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]

| ASSIGNOR: |
|-----------------------------|
| Global Organic Brands, Inc. |
| By: Mend /hy |
| Its: MANAGING Member |
| ASSIGNEES: |
| By: // dur (h) |
| David Robinov |
| Th. |

Bruce Nierenberg

Dated as of March 30, 2007

| ASSIGN | IOR: |
|-------------|----------------------|
| Global C | Organic Brands, Inc. |
| By: Its: | |
| ASSIGN | TEES: |
| Ву: | |
| I | David Robinov |
| Ву: | BITT |
| E | Bruce Nierenberg |

EXHIBIT A

[Certificate of Dissolution Attached]

465779 v.05

BUILDING LANGE TIER

New York State
Department of State
Obvision of Corporations, State Records
and Uniform Commercial Code
Albany, NY 12231

CERTIFICATE OF DISSOLUTION OF

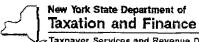
GLOBAL OFFANIC BRANDS, DIC.

Under Section 1003 of the Business Corporation Law

| FIRST: | The present name of the corporation is: GLOBM DEHANC BEAUS, INC. ac of the corporation has been changed, the name under which it was formed is: |
|---|---|
| SECON State on:_ | D: (must include month, day and year) The certificate of incorporation was filed by the Department of |
| THIRD: | Device street make |
| *************************************** | BRUCE NIEFFIBELE |
| | 90 LEXINGTON AVENUE - 58 |
| *************************************** | NEW YORK, MY 1001/2 |
| | DAVID ROBINOV |
| 2,17 (2/2) | 140 WEST FUD AVENUE |
| | NEW YORK, NY 10013 |
| | The rest of the second |
| FOURT | H: The corporation elects to dissolve. |
| FIFTH: | (check appropriate box) |
| Q | 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.

DOS-1337 (Rev. 1/98)



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

Joseph Kneis

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

Department of State copy

(Tear here)

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:

CLOBAL ORGANIC BRANDS INC.

This consent is effective until: 10/15/02

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

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

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

For the Commissioner of Taxation and Finance

Taxpaver 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

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

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

EXHIBIT B

| Mark | Registration Number | Registration Date |
|-------------------------|------------------------|----------------------|
| editerranean Erganie | 2,858,711 | June 29, 2004 |

465779 v.05

465779 v.05 **TRADEMARK RECORDED: 04/10/2007**

REEL: 003518 FRAME: 0653