

07-12-2007

DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECORD
TRA



103425816

To the Director of the U. S. Patent and Trademark Office

or the new address(es) below.

7.6.07

1. Name of conveying party(ies)/Execution Date(s):
Bayshore Foods Inc.

- Individual(s)
- General Partnership
- Corporation
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) Ontario, Canada

Execution Date(s) May 4, 2007

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: 2131413 Ontario Limited

Internal

Address: Units 13, 14, and 15

Street Address: 4090 Ridgeway Drive

City: Mississauga, Ontario

State: _____

Country: Canada Zip: L5L 5X5

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Ontario, Canada
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,847,210 and 2,847,211

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Neal L. Slifkin

Internal Address: Harris Beach PLLC

Street Address: 99 Garnsey Road

City: Pittsford

State: NY Zip: 14534

Phone Number: (585) 419-8636

Fax Number: (585) 419-8813

Email Address: _____

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 08-0865

Authorized User Name Neal L. Slifkin

9. Signature:

Neal L. Slifkin

Signature

Neal L. Slifkin

Name of Person Signing

7/5/07

Date

Total number of pages including cover sheet, attachments, and document:

12

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

07/12/2007 MJAMA1 00000018 2847210

01 FC:8521
02 FC:8522

(40.00 OP
25.00 OP)



07-06-2007

TRADEMARK

U.S. Patent & TMO/TM Mail Rcpt Dt. #01

REEL: 003579 FRAME: 0740

TRADE-MARK ASSIGNMENT

THIS TRADE-MARK ASSIGNMENT is made as of the 4th May, 2007, between

RSM RICHTER INC., solely in its capacity as Interim Receiver and Receiver and Manager, without security, of the current and future assets, undertakings and properties of Bayshore Foods Inc., LF Brands Inc., Sweet Valley Food Corporation and Loretta Foods Limited and not in its personal or corporate capacity, the full post office address of whose principal office or place of business is 200 King Street West, Suite 1100, P.O. Box 48, Toronto, Ontario, M5H 3T4

(the "Assignor")

- and -

2131413 ONTARIO LIMITED, the full post office address of whose principal office or place of business is 4090 Ridgeway Drive, Units 13, 14 and 15, Mississauga, Ontario, L5L 5X5

(the "Assignee")

RECITALS

- A. Pursuant to an amended and restated receivership order of the Ontario Superior Court of Justice (Commercial List) dated March 1, 2007, RSM Richter Inc. was appointed Interim Receiver and Receiver and Manager, without security, of the current and future assets, undertakings and properties of Bayshore Foods Inc., LF Brands Inc., Sweet Valley Food Corporation and Loretta Foods Limited (collectively, the "**Debtors**") pursuant to Section 47.1 of the *Bankruptcy and Insolvency Act* (Canada) and Section 101 of the *Courts of Justice Act*.
- B. The Assignee and the Assignor have entered into an Agreement of Purchase and Sale made as of April 13, 2007, as amended by the amendment to purchase agreement dated as of May 4, 2007 (the "**Agreement**"), pursuant to which the Assignor has agreed to sell the Debtors' right, title and interest in and to the certain assets, including the trade-marks listed on the attached Schedule "A" (the "**Trade-marks**") and the Assignee has agreed to purchase the rights, benefits and interests of the Debtors in and to those certain assets, including the Trade-marks and to assume certain liabilities for the purchase price set out therein.
- C. The Debtors are the owners of the Trade-marks.

- D. On April 23, 2007, the Honourable Mr. Justice Spence of the Ontario Superior Court of Justice granted the Approval and Vesting Order (as defined in the Agreement).
- E. Capitalized terms used herein but not otherwise defined shall have the meanings set out in the Agreement.

NOW THEREFORE, the Assignor hereby sells, assigns and transfers unto the Assignee, its successors and assigns, the whole right, title and interest of the Debtors, if any, in and to the Trade-marks, together with the goodwill associated therewith;

AND the Assignee acknowledges that the Assignor is selling the Trade-marks on an "as is, where is" basis as they shall exist on the date hereof. The Assignee further acknowledges that it has entered into this Agreement on the basis that the Assignor does not guarantee title to the Trade-marks and that the Assignee has conducted such inspections and investigations of the condition of and title to the Trade-marks as it deemed appropriate and has satisfied itself with regard to these matters. No representation, warranty or condition expressed or implied, statutory or otherwise, is expressed or can be implied as to title, encumbrances, description, fitness for purpose, merchantability, condition, quantity, quality, state, condition, defect (patent or latent), existence, location, validity or enforceability of any rights (including intellectual property rights), any requirement relating to licences, permits, approvals, consents for transfer, ownership, occupation or use, compliance with any laws or in respect of any other matter or thing whatsoever concerning the Trade-marks or the right of the Assignor to sell or assign same save and except as expressly represented or warranted herein. Without limiting the generality of the foregoing, any and all conditions, warranties or representations expressed or implied pursuant to the *Sale of Goods Act* (Ontario) or similar legislation do not apply hereto and have been waived by the Assignee. The description of the Trade-marks contained in the Schedule hereto is for the purpose of identification only. No representation, warranty or condition has or will be given by the Assignee concerning completeness, the accuracy of or any other matters concerning such descriptions.

AND the Assignor authorizes the Assignee as of the date hereof to request all relevant trademark registry offices to record the Assignee as the lawful assignee and owner of the Trade-marks.

AND this Agreement shall be governed by and construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein.

AND to the extent there is a conflict between the terms of this Trade-mark Assignment and the Agreement, the terms and provisions of the Agreement shall govern.

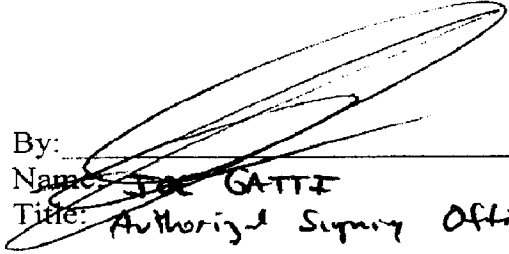
AND this Agreement may be signed in counterparts by facsimile or other means of electronic communication, and each of such counterparts shall constitute an original document and such counterparts, taken together, shall constitute one and the same instrument.

EXECUTED as of this 4th day of May, 2007

RSM RICHTER INC. in its capacity as interim receiver and receiver and manager, without security, of the current and future assets, undertakings and properties of Bayshore Foods Inc., LF Brands Inc., Sweet Valley Food Corporation and Loretta Foods Limited

By: _____
Name:
Title:

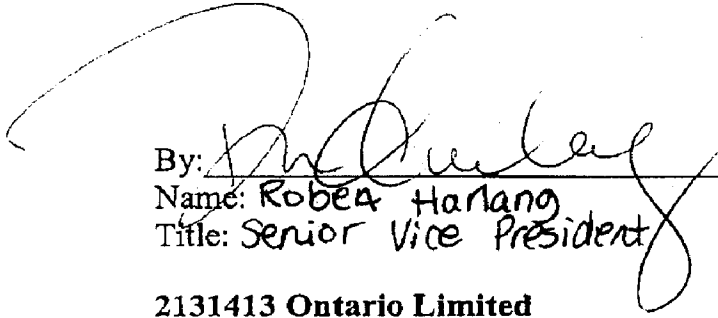
2131413 Ontario Limited

By: 
Name: JOE GATTI
Title: Authorized Signing Officer

We/I have authority to bind the corporation.

EXECUTED as of this 4th day of May, 2007

RSM RICHTER INC. in its capacity as interim receiver and receiver and manager, without security, of the current and future assets, undertakings and properties of Bayshore Foods Inc., LF Brands Inc., Sweet Valley Food Corporation and Loretta Foods Limited

By: 
Name: Robea Harlang
Title: Senior Vice President

2131413 Ontario Limited

By: _____
Name:
Title:

We/I have authority to bind the corporation.

SCHEDULE "A"

Trademark	Registration or Application Number	Registration or Application Date	Country	Registered Owner	Security Interest Holder	Status
Loretta	78556558, 78556561	January 31, 2005	U.S.A.	LF Brands Inc. 2405 Lucknow Drive Mississauga Ontario L5S 1H9	Laurus Master Fund, Ltd. 825 Third Avenue, 14th Floor c/o Laurus Capital Management L.L.C. New York, New York 10022	Abandoned
Amigos	76407855, 76408556	June 1, 2004	U.S.A.	Bayshore Foods Inc. 1063 King Street West, Ste 216 Hamilton, Ontario L8S 4S3	Laurus Master Fund, Ltd. 825 Third Avenue, 14th Floor c/o Laurus Capital Management L.L.C. New York, New York 10022	Registered
Original Brew Nut	74379195	April 15, 1993	U.S.A	Loretta Foods Limited, 2405 Lucknow Drive, Mississauga, Ontario L5S 1H9	None recorded on the registrar at present time.	Abandoned
Original Brew Nut	74379093	April 15, 1993	U.S.A	Loretta Foods	None recorded on	Abandoned

Trademark	Registration or Application Number	Registration or Application Date	Country	Registered Owner	Security Interest Holder	Status
				Limited, 2405 Lucknow Drive, Mississauga, Ontario L5S 1H9	the registrar at present time.	
Loretta	TMA 455,484	March 15, 1996	Canada	Loretta Foods Limited, 2405 Lucknow Drive, Mississauga, Ontario L5S 1H9	Laurus Master Fund, Ltd.	Registered
Loretta	1,246,936	July 13, 2005	Canada	Loretta Foods Limited, 2405 Lucknow Drive, Mississauga, Ontario L5S 1H9	Laurus Master Fund, Ltd.	Allowed
Donna	TMA 223,134	September 16, 1977	Canada	Loretta Foods Limited, 279 Norseman Street Toronto, Ontario M8Z 2R5	Laurus Master Fund, Ltd.	Registered
Donna	TMA 446,295	August 18, 1995	Canada	Loretta Foods Limited, 2405 Lucknow	Laurus Master Fund, Ltd.	Registered

Trademark	Registration or Application Number	Registration or Application Date	Country	Registered Owner	Security Interest Holder	Status
				Drive, Mississauga, Ontario L5S 1H9		
B.B.Q. Plus	TMA 439,551	February 17, 1995	Canada	Loretta Foods Limited, 2405 Lucknow Drive, Mississauga, Ontario L5S 1H9	Laurus Master Fund, Ltd.	Registered
Palm Spices	TMA 447,427	September 8, 1995	Canada	Loretta Foods Limited, 2405 Lucknow Drive, Mississauga, Ontario L5S 1H9	Laurus Master Fund, Ltd.	Registered
Sports Nuts	TMA 444,031	June 16, 1995	Canada	Loretta Foods Limited, 2405 Lucknow Drive, Mississauga, Ontario L5S 1H9	Laurus Master Fund, Ltd.	Registered
Original Treasures	TMA 475,657	May 5, 1997	Canada	Loretta Foods Limited, 2405 Lucknow Drive, Mississauga, Ontario L5S	Laurus Master Fund, Ltd.	Registered

Trademark	Registration or Application Number	Registration or Application Date	Country	Registered Owner	Security Interest Holder	Status
				1H9		
Noix à Bière Originales	0,719,364	December 17, 1992	Canada	Loretta Foods Limited, 2405 Lucknow Drive, Mississauga, Ontario L5S 1H9	None recorded on the registrar at present time.	Abandoned
Loretta	1,246,937	February 14, 2005	Canada	Loretta Foods Limited, 2405 Lucknow Drive, Mississauga, Ontario L5S 1H9	None recorded on the registrar at present time.	Abandoned
Loretta & Design	1,246,932	February 14, 2005	Canada	Loretta Foods Limited, 2405 Lucknow Drive, Mississauga, Ontario L5S 1H9	Laurus Master Fund, Ltd.	Abandoned
Original Brew Nut & Design	0,724,299	March 9, 1993	Canada	Loretta Foods Limited, 2405 Lucknow Drive, Mississauga, Ontario L5S 1H9	None recorded on the registrar at present time.	Abandoned
Brew Nut	0,767,873	November 3,	Canada	Loretta	None	Abandoned

Trademark	Registration or Application Number	Registration or Application Date	Country	Registered Owner	Security Interest Holder	Status
		1994		Foods Limited, 2405 Lucknow Drive, Mississauga, Ontario L5S 1H9	recorded on the registrar at present time.	
Brew Nut	0,730,744	June 9, 1993	Canada	Loretta Foods Limited, 2405 Lucknow Drive, Mississauga, Ontario L5S 1H9	None recorded on the registrar at present time.	Abandoned
Rim It	0,767,385	October 28, 1994	Canada	Loretta Foods Limited, 2405 Lucknow Drive, Mississauga, Ontario L5S 1H9	None recorded on the registrar at present time.	Abandoned
Sweet Valley	1,238,407	November 24, 2004	Canada	LF Brands Inc. 2405 Lucknow Drive, Mississauga, Ontario L5S 1H9	Laurus Master Fund, Ltd.	In Default
The Ultimate Pie Filling	TMA435,123	November 4, 1994	Canada	LF Brands Inc. 2405 Lucknow Drive,	Laurus Master Fund, Ltd.	Registered

Trademark	Registration or Application Number	Registration or Application Date	Country	Registered Owner	Security Interest Holder	Status
				Mississauga, Ontario L5S 1H9		
Pudding' & Design	TMA433,925	September 30, 1994	Canada	LF Brands Inc. 2405 Lucknow Drive, Mississauga, Ontario L5S 1H9	Laurus Master Fund, Ltd.	Registered
Jelly/Jelly Powder & Design	TMA420,254	December 3, 1993	Canada	LF Brands Inc. 2405 Lucknow Drive, Mississauga, Ontario L5S 1H9	Laurus Master Fund, Ltd.	Registered
County Fair	TMA411,383	April 23, 1993	Canada	LF Brands Inc. 2405 Lucknow Drive, Mississauga, Ontario L5S 1H9	Laurus Master Fund, Ltd.	Registered
1 st Prize & Design	TMA408,003	February 12, 1993	Canada	LF Brands Inc. 2405 Lucknow Drive, Mississauga, Ontario L5S 1H9	Laurus Master Fund, Ltd.	Registered
Amigos	TMA586,972	August 12, 2003	Canada	Bayshore Foods Inc. 1063 King	Laurus Master Fund, Ltd.	Registered

Trademark	Registration or Application Number	Registration or Application Date	Country	Registered Owner	Security Interest Holder	Status
				Street West Suite 216 Hamilton, Ontario L8S 4S3		
Amigos & Design	TMA589,918	September 16, 2003	Canada	Bayshore Foods Inc. 1063 King Street West Suite 216 Hamilton, Ontario L8S 4S3	Laurus Master Fund, Ltd.	Registered
Jimmy Pop Corn	TMA622,533	October 15, 2004	Canada	Bayshore Foods Inc. 1063 King Street West Suite 216 Hamilton, Ontario L8S 4S3	Laurus Master Fund, Ltd.	Registered
Sweet Source	TMA634,093	March 2, 2005	Canada	Sweet Valley Food Corporation 4-4055 Sladeview Crescent Mississauga, Ontario L5L 5Y1	Laurus Master Fund, Ltd.	Registered

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