

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
Shari's Berries International, Inc.		09/07/2006	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Provide Berries, Inc.		
Street Address:	5005 Wateridge Vista Drive		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92121		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	2541848	DIGITAL FRANCHISE	
Registration Number:	2518184	STRAWBERRY BOUQUET	
Registration Number:	2518183	STRAWBERRY ROSE	
Registration Number:	2790252		
Registration Number:	2790253		
CORRESPONDENCE DATA			
Fax Number:	(877)769-7945		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(858) 678-5070		
Email:	tmdoctc@fr.com		
Correspondent Name:	Gregory M. Krakau		
Address Line 1:	P.O. Box 1022		
Address Line 4:	Minneapolis, MINNESOTA 55440-1022		
ATTORNEY DOCKET NUMBER:	22778-001001		

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NAME OF SUBMITTER:	Gregory M. Krakau
Signature:	/Gregory M. Krakau/
Date:	06/09/2008
Total Attachments: 4 source=provideasg#page1.tif source=provideasg#page2.tif source=provideasg#page3.tif source=provideasg#page4.tif	

TRADEMARK ASSIGNMENT

WHEREAS, Shari's Berries International, Inc., a corporation duly organized and existing under the laws of the State of California, and having a place of business at 10030 Foothills Boulevard, Suite 100, Roseville, California 95747 ("Assignor"), has adopted, has used, and is using certain trademarks for which there are registrations issued by the United States Patent and Trademark Office (the "Registered Marks"), as listed in Schedule 1 attached hereto and incorporated by reference herein;

WHEREAS, Assignor has adopted the SHARI'S BERRIES mark and has been using said mark (the "Common Law Mark") in commerce on Chocolate Dipped Strawberries, Chocolate Dipped Fruit, and Coffee, as those terms are defined in Schedule 2 attached hereto and incorporated by reference herein, continuously since at least as early as November 2, 1998;

WHEREAS, Provide Berries, Inc., a corporation duly organized and existing under the laws of the State of Delaware, and having a place of business at 5005 Wateridge Vista Drive, San Diego, California 92121 ("Assignee"), is desirous of acquiring the Registered Marks and the Common Law Mark;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, and transfers to Assignee all right, title, and interest in and to the Registered Marks and the Common Law Mark (collectively the "Marks"), together with the goodwill of the business symbolized by the Marks, any and all causes of action including all rights of recovery for past infringements of the Marks, and any registrations and/or applications for registration of the Marks, including but not limited to the registrations listed in Schedule 1 attached hereto and incorporated by reference herein.

Assignor covenants that it or its representatives will, upon the request and at the expense of Assignee, do all other lawful acts necessary to enable Assignee to obtain, maintain, and enforce full benefits from the rights and interests herein assigned.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, ASSIGNOR has caused this instrument to be executed by its duly authorized officer this 31st day of August, 2006.

SHARI'S BERRIES INTERNATIONAL, INC.

By: *Kevin Beresford*
Kevin Beresford
President and Chief Executive Officer

STATE OF Calif)
COUNTY OF Placer)ss.

SUBSCRIBED and SWORN to before me
this 7th day of Sept, 2006.

Karen J. Slater
Notary Public



[SIGNATURE PAGE TO TRADEMARK ASSIGNMENT]

SCHEDULE 1
Assignor's Registered Marks

<u>Trademark</u>	<u>Registration No.</u>
DIGITAL FRANCHISE	2,541,848
STRAWBERRY BOUQUET	2,518,184
STRAWBERRY ROSE	2,518,183
"Bride" Design	2,790,252
"Tuxedo" Design	2,790,253

SCHEDULE 2

**Goods Upon Which Assignor Has Used the SHARI'S BERRIES Mark
(the "Common Law Mark") Continuously Since at Least as Early as November 2, 1998**

"Chocolate Dipped Strawberries," meaning fresh or frozen strawberries dipped or covered in chocolate, caramel, butterscotch, or other similar spreadable or hard-drying edible liquid coverings, with or without additional toppings such as coconut, chocolate chips, sprinkles, almonds, nuts, or other similar toppings;

"Chocolate Dipped Fruit," meaning fresh or frozen fruit (other than Chocolate Dipped Strawberries as defined above) dipped or covered in chocolate, caramel, butterscotch, or other similar spreadable or hard-drying edible liquid coverings, with or without additional toppings such as coconut, chocolate chips, sprinkles, almonds, nuts, or other similar toppings; and

"Coffee," meaning coffee beans, either whole or ground, sold for the purpose of making brewed coffee.

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