

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
Tree of Life, Inc.		01/21/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	PANOS Brands, L.L.C.
Street Address:	400 Lyster Avenue
City:	Saddle Brook
State/Country:	NEW JERSEY
Postal Code:	07663-5910
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 29

Property Type	Number	Word Mark
Registration Number:	1972148	KA-ME
Registration Number:	0976038	KA-ME
Registration Number:	2187881	SESMARK
Registration Number:	1952904	MI-DEL
Registration Number:	2317663	AMORE
Registration Number:	1686574	SOYA KAAS
Registration Number:	1571450	SOYA KAAS
Registration Number:	2641538	VEGIE KAAS
Registration Number:	1734198	VEGIE KAAS
Registration Number:	1807738	TOFU RELLA
Registration Number:	2385672	SWAN GARDENS
Registration Number:	1828468	BETTER THAN MILK
Registration Number:	2276209	BETTER THAN ICE CREME
Registration Number:	1596670	BALANCED

OP \$740.00 1972148

Registration Number:	2639073	MR. SPRINKLES
Registration Number:	3716769	HONEY BITZZZZZ
Registration Number:	1668642	TAP'N APPLE
Registration Number:	1612225	CHATFIELD'S
Registration Number:	2315664	DOWNEY'S ORIGINAL
Registration Number:	1281793	ZAPATA
Registration Number:	1880765	ZAPATA
Registration Number:	2714408	YANKEE CLIPPER
Registration Number:	2568429	HOME AGAIN
Registration Number:	2765182	GREAT EXPECTATIONS
Registration Number:	1779075	PORT ARTHUR
Registration Number:	2869616	PORT ARTHUR
Registration Number:	3554860	MI-DELICIOUS
Serial Number:	77273030	A LITTLE LOVE GOES A LONG WAY
Serial Number:	77678696	HAVE MORE FUN WITH YOUR HONEY!

CORRESPONDENCE DATA

Fax Number: (212)610-6399
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: laurie.emmer@allenoverly.com
 Correspondent Name: Laurie Emmer
 Address Line 1: 1221 Avenue of the Americas
 Address Line 4: New York, NEW YORK 10020

ATTORNEY DOCKET NUMBER:	0041862-0000080
NAME OF SUBMITTER:	laurie emmer
Signature:	/Laurie Emmer/
Date:	01/28/2010

Total Attachments: 7
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TRADEMARK ASSIGNMENT

WHEREAS, TREE OF LIFE, INC., a Delaware corporation, having its principal office located at 405 Golfway West Drive, P.O. Box 9000, St. Augustine, FL 32085, hereinafter "ASSIGNOR" is the owner of all right, title and interest in and to, including, all common law rights whether federal or state and including the goodwill in and to the trademarks listed in Exhibit A to this Agreement ("Marks").

WHEREAS, PANOS Brands, L.L.C., a Delaware Limited Liability Company, having its principal office located at 400 Lyster Ave., Saddle Brook, New Jersey, U.S.A. 07663-5910, hereinafter "ASSIGNEE," is desirous of acquiring the entire right, title and interest in, under and to the Marks; and

WHEREAS, ASSIGNOR wishes to assign all right, title, and interest in and to the Marks to ASSIGNEE.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and adequacy of which are hereby mutually acknowledged, ASSIGNOR hereby sells, assigns, transfers and conveys to ASSIGNEE all right, title and interest to the Marks, including (a) any and all trademark applications or registrations of the Marks; (b) all common law rights and goodwill in, to and under the Marks; (c) all rights and obligations under any license agreements governing use of the Marks; and (d) all rights to royalties, profits, compensations, license fees or other payments or remuneration of any kind hereafter due or payable to ASSIGNOR with respect to the Marks.

IN WITNESS WHEREOF, ASSIGNOR, has caused this Trademark Assignment to be executed on this 21st day of January, 2010.

ASSIGNOR:

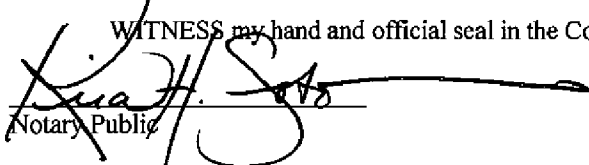
By: Kelly P. Korman
SVP & Secretary

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF ST. JOHN'S

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, the foregoing instrument was acknowledged before me by Kelly P. Kasmin, who is personally known to me or who has produced N/A as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 21st day of January, 2010.


Notary Public

(NOTARY SEAL)

My Commission Expires On:



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EXHIBIT A

I U.S. TRADEMARKS

- a) Trademark: KA-ME
Registration No: 1972148, registered May 7, 1996,
Owner: Tree of Life, Inc.

- b) Trademark: KA-ME
Registration No: 0976038, registered January 1, 1974,
Owner: Tree of Life, Inc.

- c) Trademark: SESMARK
Registration No: 2187881, registered September 8, 1998
Owner: Tree of Life, Inc.

- d) Trademark: MI-DEL
Registration No: 1952904, registered January 30, 1996
Owner: Tree of Life, Inc.

- e) Trademark: AMORE
Registration No: 2317663, registered February 15, 2000
Owner: Tree of Life, Inc.

- f) Trademark: SOYA KAAS
Registration No: 1686574, registered May 12, 1992
Owner: Tree of Life, Inc.

- g) Trademark: SOY KAAS
Registration No: 1571450, registered December 12, 1989, cancelled
Owner: Tree of Life, Inc.

- h) Trademark: VEGGIE KAAS
Registration No: 2641538, registered October 29, 2002
Owner: Tree of Life, Inc.

- i) Trademark: VEGGIE KAAS
Registration No: 1734198, registered November 17, 1992, cancelled
Owner: Tree of Life, Inc.

- j) Trademark: TOFU RELLA
Registration No: 1807738, registered November 30, 1993
Owner: Tree of Life, Inc.

- k) Trademark: SWAN GARDENS
Registration No: 2385672, registered September 12, 2000
Owner: Tree of Life, Inc.

- l) Trademark: BETTER THAN MILK
Registration No: 1828468, registered March 29, 1994
Owner: Tree of Life, Inc.

- m) Trademark: BETTER THAN ICE CREAM
Registration No: 2276209, registered September 7, 1999
Owner: Tree of Life, Inc.

- n) Trademark: BALANCED
Registration No: 1596670, registered May 15, 1990
Owner: Tree of Life, Inc.

- o) Trademark: MR. SPRINKLES
Registration No: 2639073, registered October 22, 2002
Owner: Tree of Life, Inc.

- p) Trademark: HONEY BITZZZZZ
Registration No: 3716769, registered November 24, 2009
Owner: Tree of Life, Inc.

- q) Trademark: TAP 'N APPLE
Registration No: 1668642, registered December 17, 1991

Owner: Tree of Life, Inc.

- r) Trademark: CHATFIELD'S
Registration No: 1612225, registered September 4, 1990
Owner: Tree of Life, Inc.

- s) Trademark: DOWNEY'S ORIGINAL
Registration No: 2315664, registered February 8, 2000
Owner: Tree of Life, Inc.

- t) Trademark: ZAPATA
Registration No: 1281793, registered June 12, 1984
Owner: Tree of Life, Inc.

- u) Trademark: ZAPATA
Registration No: 1880765, registered February 28, 1995
Owner: Tree of Life, Inc.

- v) Trademark: YANKEE CLIPPER
Registration No: 2714408, registered May 6, 2003
Owner: Tree of Life, Inc.

- w) Trademark: HOME AGAIN
Registration No: 2568429, registered May 7, 2002
Owner: Tree of Life, Inc.

- x) Trademark: GREAT EXPECTATIONS
Registration No: 2765182, registered September 16, 2003
Owner: Tree of Life, Inc.

- y) Trademark: PORT ARTHUR
Registration No: 1779075, registered June 29, 1993
Owner: Tree of Life, Inc.

- z) Trademark: PORT ARTHUR
Registration No: 2869616, registered August 3, 2004
Owner: Tree of Life, Inc.
- aa) Trademark: A LITTLE LOVE GOES A LONG WAY
Registration No: 77273030, abandoned June 13, 2008
Owner: Tree of Life, Inc.
- bb) Trademark: MI-DELICIOUS
Registration No: 3554860, registered December 30, 2008
Owner: Tree of Life, Inc.
- cc) Trademark: HAVE MORE FUN WITH YOUR HONEY!
Registration No: 77678696, filed February 26, 2009
Owner: Tree of Life, Inc.

II CANADIAN TRADEMARKS

- a) Trademark: MI-DEL
Registration No: TMA568210, filed November 17, 2000
Owner: Tree of Life, Inc.
- b) Trademark: SOYA KASS
Registration No.: TMA578272, filed November 28, 2000
Owner: Tree of Life, Inc.
- c) Trademark: TOFURELLA & Design
Registration No: TMA423258, filed November 29, 1991
Owner: Tree of Life, Inc.
- d) Trademark: VEGAN-RELLA
Registration No: TMA447763, filed August 19, 1994
Owner: Tree of Life, Inc.
- e) Trademark: ZAPATA
Registration No: TMA460089, filed May 12, 1994
Owner: Tree of Life, Inc.