

Form PTO-1594 (Rev. 03-11)
OMB Collection 0651-0027 (exp. 03/31/2012)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Samuel Metzger

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

Citizenship (see guidelines) United States

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) April 4, 2012

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Foodaceuticals Ltd.

Internal

Address: _____

Street Address: 264 Stanford Road

City: Millbrook

State: New York

Country: United States Zip: 12545

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship New York
- 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)

85/070031

B. Trademark Registration No.(s)

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: Kramer Levin Naftalis & Frankel LLP

Internal Address: _____

Street Address: 1177 Avenue of the Americas

City: New York

State: New York Zip: 10036

Phone Number: (212) 715-9205

Fax Number: (212) 715-8000

Email Address: KLtrademark@kramerlevin.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40.00

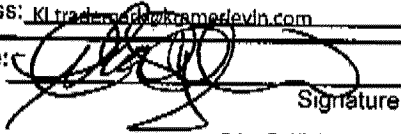
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number 500540

Authorized User Name Erica D. Klein

9. Signature:


Signature

April 5, 2012

Date

Erica D. Klein

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 3

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$40.00 500540 85070031

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT, effective as of April 4, 2012, is by and between Samuel Metzger, with legal residence at 264 Stanford Road, Millbrook, New York 12545 ("Assignor"), and Foodaceuticals Ltd., a New York corporation with legal residence at 264 Stanford Road, Millbrook, New York 12545 ("Assignee").


WHEREAS, Assignor is the owner of all right, title and interest in and to the trademark and/or service mark shown on Schedule A hereto, including without limitation all applications and registrations therefor and all goodwill associated therewith (the "Trademark"); and


WHEREAS, Assignee is the successor to the portion of the ongoing and existing business of Assignor to which any Trademark that is the subject of an application for registration under Trademark Act Section 1(b), 15 U.S.C. Section 1051(b) pertains.

NOW THEREFORE, for good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, Assignor did and hereby does sell, assign, transfer and convey to Assignee, all of Assignor's right, title and interest in and to the Trademark, all causes of action for any and all past infringements of the rights being assigned, and the right to collect and retain any proceeds therefrom.

Assignor hereby agrees to execute and/or deliver, at its own cost and expense, such additional or other documents and instruments, and do such additional or other acts and things as may be reasonably requested by Assignee, its successors or assigns, to give effect to the provisions of this Trademark Assignment and to vest, perfect, confirm, record or otherwise reflect or give effect to Assignee's right, title and interest in and to the Trademark.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Trademark Assignment to be executed as of the date first written above.

By: 
Name: Samuel Metzger
Title: Assignor

FOODACEUTICALS LTD., Assignee
By: 
Name: Ken Arhene
Title: Chief Operating Officer

SCHEDULE A**TRADEMARK/SERVICE MARK
APPLICATIONS/REGISTRATIONS**

MARK	APP/REG NO.	FILING/REG. DATE	GOODS/SERVICES
dCuisine	85070031	June 23, 2010	Prepared foods, namely meals composed primarily of meat, fish, poultry, vegetables and/or soups