

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
Cains Foods, L.P.		04/23/2012	LIMITED PARTNERSHIP: DELAWARE
RECEIVING PARTY DATA			
Name:	Caroline's Kitchen, LLC		
Street Address:	351 West Broadway		
City:	Paterson		
State/Country:	NEW JERSEY		
Postal Code:	07522		
Entity Type:	LIMITED LIABILITY COMPANY: NEW JERSEY		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3299098	CAROLINE'S	
Registration Number:	2973308	CAROLINE'S	
CORRESPONDENCE DATA			
Fax Number:	3302667489		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	330-782-1954		
Email:	EdwardSaadi@aol.com		
Correspondent Name:	Edward T. Saadi, Esq.		
Address Line 1:	970 Windham Court		
Address Line 2:	Suite 7		
Address Line 4:	Boardman, OHIO 44512		
NAME OF SUBMITTER:	Edward T. Saadi, Esq.		
Signature:	/edward saadi/		

OP \$65.00 3299098

Date:

04/25/2012

Total Attachments: 3

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TRADEMARK ASSIGNMENT

THIS ASSIGNMENT (hereinafter "Assignment") is made effective as of the 23rd day of April, 2012 from Cains Foods, L.P., an Delaware limited partnership with a mailing address of 114 E. Main Street, P.O. Box 347, Ayer, Massachusetts, 01432-0347 (hereinafter "Assignor") to Caroline's Kitchen, LLC, a New Jersey limited liability company with a mailing address of 351 West Broadway, Paterson, New Jersey, 07522 (hereinafter "Assignee"):

WHEREAS, Assignor is the owner of the trademarks (hereinafter "the Marks") described in Exhibit A, attached hereto and incorporated by reference herein, together with the goodwill of the business symbolized thereby in connection with the goods on which the Marks are used (hereinafter "the Goods").

WHEREAS, Assignor desires to convey, transfer, assign, deliver, and contribute to Assignee all of its right, title, and interest in and to the Marks.

NOW THEREFORE, in consideration of the payment of Ten Thousand Dollars (\$10,000.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby conveys, transfers, assigns, delivers, and contributes to Assignee all of Assignor's right, title, and interest of whatever kind in and to the Marks, together with (1) the goodwill of the business relating to the Goods in respect with which the Marks are used and for which they are registered; (2) all income, royalties, and damages hereafter due or payable to Assignor with respect to the Marks, including without limitation, damages and payments for past or future infringements and

misappropriations of the Marks; and (3) all rights to sue for past, present and future infringements or misappropriations of the Marks.

Assignor warrants that it is the legal owner of all right, title and interest in the Marks, and that the Marks have not been otherwise previously pledged, assigned, or encumbered.

Assignor further covenants that it will execute all documents, papers, forms and authorizations and take all other actions that may be necessary for securing, completing, or vesting in Assignee full right, title, and interest in the Marks.

IN WITNESS WHEREOF, Assignor has duly executed under seal and delivered this Assignment, as of the day and year first above written.

CAINS FOODS, L.P.

DATE: April 23, 2012

Denis J. Keaveny
By: Denis J. Keaveny
Its: President

State of Massachusetts)
) ss:
Middlesex County)

Before me, a Notary Public in and for said County and State, personally appeared DENIS J. KEAVENY, who acknowledged that he did sign the foregoing instrument as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal this 23 day of April, 2012.

Dolores J. Alberghini
NOTARY PUBLIC
My Commission
Expires 7/15/2015

EXHIBIT A

TRADEMARKS

<u>Mark</u>	<u>App. No.</u>	<u>Reg. No.</u>	<u>Filing Date</u>	<u>Reg. Date</u>
CAROLINE'S	78/621,068	3,299,098	May 2, 2005	September 25, 2007
CAROLINE'S	78/248,416	2,973,308	May 12, 2003	July 19, 2005