



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

102088952 TRADEMARKS ONLY

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

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

ARTICHOKE INDUSTRIES, INC.

5-7102

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 11/02/01

2. Name and address of receiving party(ies)

Name: BORGES USA, INC.

Internal Address: dba STAR FINE FOODS, INC.

Street Address: 4652 E. DATE AVENUE

City: FRESNO State: CA Zip: 93725

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State DELAWARE Other

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) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 827,948

1,474340 1,932790

Additional number(s) attached Yes No

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

Name: TRACY A. AGRALL

Internal Address: WILD, CARTER & TIPTON

Street Address: 246 WEST SHAW

City: FRESNO State: CA Zip: 93704

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 90.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

OFFICE OF RECORDS FINANCE SECTION 2002 MAY -7 AM 9:11

DO NOT USE THIS SPACE

9. Signature.

TRACY A. AGRALL

Name of Person Signing

Signature

APRIL 19, 2002

Date

3

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

05/14/2002 LNUELLER 00000001 827948

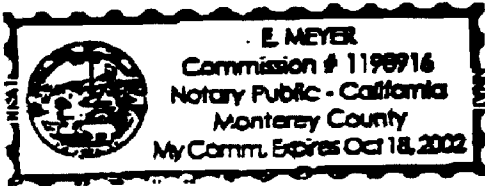
01 FC:481 02 FC:482

40.00 DP 50.00 DP

TRADEMARK ASSIGNMENT

WHEREAS, Artichoke Industries, Inc., a California corporation, with a mailing address of P.O. Box 1307, Castroville, California 95012 ("Assignor"), has agreed to assign, transfer, convey and grant to Borges USA, Inc., dba Star Fine Foods, a Delaware corporation ("Assignee"), all right, title and interest it may have, if any, in and to certain the trademarks, service marks and trade names, and its applications for registration of such trademarks, and service marks and trade names, as more particularly described in Exhibit A attached hereto and made a part hereof ("Trademarks").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns, transfers, conveys and grants to Assignee, all right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks.



ARTICHOKE INDUSTRIES, INC., a California corporation

By: *Hugo Tottino*
Name: Hugo Tottino
Title: 2nd Vice President

Dated effective as of: 11-2-01
SUBSCRIBED and SWORN to before me this
02 of Nov, 2001

[Signature]
Notary Public
My Commission Expires: 10-18-02

Exhibit A

Trademarks

Registration No.	Registration Date	Word Mark
U. S. 0827948	April 25, 1967	CARA MIA
U. S. 1474340	January 26, 1988	CARA MIA
U. S. 1932970	November 7, 1995	CARA MIA
U.S. 75461028 (serial number)	April 2, 1998 (filing date)	CARA BELLA
U. S. 75853353 (serial number)	November 18, 1999 (filing date)	ARTICHETTA