

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
Cereality Operators, Inc.		07/10/2007	CORPORATION: COLORADO

RECEIVING PARTY DATA

Name:	KAHA Acquisition VII, L.L.C.
Street Address:	7730 E. Greenway Road
Internal Address:	Suite 104
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85260
Entity Type:	LIMITED LIABILITY COMPANY: ARIZONA

PROPERTY NUMBERS Total: 38

Property Type	Number	Word Mark
Serial Number:	78741779	CEREALITY
Serial Number:	78741797	CEREALITY
Serial Number:	78741765	CEREALITY
Serial Number:	78741757	CEREALITY
Serial Number:	78741791	CEREALITY
Serial Number:	78741773	CEREALITY
Serial Number:	78605318	ALWAYS SATURDAY MORNING
Serial Number:	78605324	ALWAYS SATURDAY MORNING
Serial Number:	78605359	ALWAYS SATURDAY MORNING
Serial Number:	78605312	ALWAYS SATURDAY MORNING
Serial Number:	78605322	ALWAYS SATURDAY MORNING
Serial Number:	78587230	ALWAYS SATURDAY MORNING
Serial Number:	78577347	SLOOP

OP \$965.00 78741779

Serial Number:	76590802	YOUR CEREAL. A WHOLE NEW WAY.
Registration Number:	3150139	EAT CEREAL
Registration Number:	3020401	GO AHEAD. FLAKE OUT.
Registration Number:	3043538	BANANA SOYBOY BOOSTER
Registration Number:	3043537	BANANA BROWN BETTY
Registration Number:	3039215	UNITED FLAKES OF AMERICA
Registration Number:	3039214	THE WHOLE GRAIN TRUTH
Registration Number:	3039213	INVENT-A-BLEND
Registration Number:	3039212	PARFAITS YOUR WAY
Registration Number:	3039211	ALTERED CEREALITIES
Registration Number:	3039210	SLURREALITIES
Registration Number:	3039209	HEALTH KICK
Registration Number:	3039208	LIFE EXPERIENCE
Registration Number:	3039207	DEVIL MADE ME DO IT
Registration Number:	3039206	CEREALITY ON THE GO
Registration Number:	3039205	MY CEREAL. MY WAY.
Registration Number:	3039204	YOUR CEREAL. OUR WAY.
Registration Number:	3039203	YOUR CEREAL. YOUR WAY.
Registration Number:	2951203	CHIEF GRAIN SURGEON
Registration Number:	2926273	CEREALITY PARFAITS
Registration Number:	2926272	CEREALITY BITES
Registration Number:	2926271	CEREALITY BARS
Registration Number:	2951202	WHAT'S IN YOUR BOWL?
Registration Number:	2961861	CEREALITY CEREAL BAR & CAFE
Registration Number:	2836818	CEREALITY

CORRESPONDENCE DATA

Fax Number: (602)257-6917
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 602-258-7701
Email: rmitchell@rcalaw.com
Correspondent Name: Renee Mitchell, Esq.
Address Line 1: One North Central Avenue, Suite 1200
Address Line 4: Phoenix, ARIZONA 85004

ATTORNEY DOCKET NUMBER:	100110.2
NAME OF SUBMITTER:	Renee L. Mitchell, Esq.

Signature:	/rlm/
Date:	08/09/2007
Total Attachments: 4 source=PHX_DOCS-#802556-v1-Kahala__Trademarks_-_Assignment_Agreement_(Cereality_Operators__Inc_)#page1.tif source=PHX_DOCS-#802556-v1-Kahala__Trademarks_-_Assignment_Agreement_(Cereality_Operators__Inc_)#page2.tif source=PHX_DOCS-#802556-v1-Kahala__Trademarks_-_Assignment_Agreement_(Cereality_Operators__Inc_)#page3.tif source=PHX_DOCS-#802556-v1-Kahala__Trademarks_-_Assignment_Agreement_(Cereality_Operators__Inc_)#page4.tif	

ASSIGNMENT AGREEMENT

This Assignment Agreement (the "Assignment") is made effective as of July 10th, 2007 (the "Effective Date"), by and between Cereality Operators, Inc., a Colorado corporation ("ASSIGNOR"), and KAHA Acquisition VII, L.L.C., an Arizona limited liability company ("ASSIGNEE").

WHEREAS, ASSIGNOR is the owner of the trademarks (the "Marks") and other intellectual property (the "Property") as 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 and services on which the Marks are used.

WHEREAS, ASSIGNOR desires to convey, transfer, assign, deliver, and contribute to ASSIGNEE all of its right, title, and interest in and to the Marks and the Property; and

WHEREAS, ASSIGNEE desires to acquire all of ASSIGNOR's rights, title, and interest in and to the Marks and the Property and the goodwill symbolized thereby.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR hereby irrevocably sells, assigns, transfers, and conveys to ASSIGNEE all of its right, title, and interest in and to the Marks and the Property, as well as ASSIGNOR's right, title, and interest of every kind and character throughout the world, including, without limitation, all federal, state, foreign, statutory and common law and other rights and all domestic and foreign trademark applications and registrations therefor (and all extensions and renewals of such applications and registrations, and the right to apply for any of the foregoing), together with the goodwill of the business associated with the Marks and the Property, the same to be held and enjoyed by ASSIGNEE, its successors, assigns, and other legal representatives.

ASSIGNOR further assigns to ASSIGNEE all rights to sue for and receive all damages accruing from past, present, and future infringements or misappropriations of the Marks and the Property herein assigned.

This Assignment shall be binding upon the parties, their successors and/or assigns, and all others acting by, through, with, or under their direction, and all those in privity therewith.

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 and to the Marks and the Property.

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IN WITNESS WHEREOF the parties have duly executed and delivered this Assignment Agreement as of the day and year first above written.

ASSIGNOR:

CEREALITY OPERATORS, INC., a Colorado corporation

By: [Signature]
Its: CEO

ASSIGNEE:

KAHA ACQUISITION VII, L.L.C., an Arizona limited liability company

By: [Signature]
Its: CHAIRMAN OF ITS SOLE MEMBER

EXHIBIT "A"

TRADEMARK/ SERVICEMARK	<u>SERIAL No./</u> <u>REG. No.</u>	STATUS	FILING DATE/ REGISTRATION DATE
CEREALITY	78/741,797	Pending	October 27, 2005
CEREALITY	78/741,779	Pending	October 27, 2005
CEREALITY	78/741,765	Pending	October 27, 2005
CEREALITY	78/741,757	Pending	October 27, 2005
CEREALITY	78/741,791 (3 Classes: IC 030, IC 029, IC 032)	Pending	October 27, 2005
CEREALITY	78/741,773	Pending	October 27, 2005
ALWAYS SATURDAY MORNING	78/605,318	Pending	April 8, 2005
ALWAYS SATURDAY MORNING	78/605,324	Pending	April 8, 2005
ALWAYS SATURDAY MORNING	78/605,359 (2 Classes: IC 021, IC 008)	Pending	April 8, 2005
ALWAYS SATURDAY MORNING	78/605,312	Pending	April 8, 2005
ALWAYS SATURDAY MORNING	78/605,322	Pending	April 8, 2005
ALWAYS SATURDAY MORNING	78/587,230	Pending	March 15, 2005
SLOOP	78/577,347	Pending	March 1, 2005
YOUR CEREAL. A WHOLE NEW WAY.	76/590,802	Pending	May 3, 2004
EAT CEREAL	3,150,139	Registered	September 26, 2006
GO AHEAD. FLAKE OUT.	3,020,401	Registered	November 29, 2005
BANANA SOYBOY BOOSTER	3,043,538	Registered	January 17, 2006
BANANA BROWN BETTY	3,043,537	Registered	January 17, 2006
UNITED FLAKES OF AMERICA	3,039,215	Registered	January 10, 2006
THE WHOLE GRAIN TRUTH	3,039,214	Registered	January 10, 2006
INVENT-A-BLEND	3,039,213	Registered	January 10, 2006
PARFAITS YOUR WAY	3,039,212	Registered	January 10, 2006
ALTERED CEREALITIES	3,039,211	Registered	January 10, 2006
SLURREALITIES	3,039,210	Registered	January 10, 2006
HEALTH KICK	3,039,209	Registered	January 10, 2006
LIFE EXPERIENCE	3,039,208	Registered	January 10, 2006
DEVIL MADE ME DO IT	3,039,207	Registered	January 10, 2006
CEREALITY ON THE GO	3,039,206	Registered	January 10, 2006
MY CEREAL. MY WAY.	3,039,205	Registered	January 10, 2006

EXHIBIT "A"

**TRADEMARK
REEL: 003598 FRAME: 0278**

TRADEMARK/ SERVICEMARK	<u>SERIAL No./</u> <u>REG. No.</u>	STATUS	FILING DATE/ REGISTRATION DATE
YOUR CEREAL. OUR WAY.	3,039,204	Registered	January 10, 2006
YOUR CEREAL. YOUR WAY.	3,039,203	Registered	January 10, 2006
CHIEF GRAIN SURGEON	2,951,203	Registered	May 17, 2005
CEREALITY PARFAITS (Stylized)	2,926,273	Registered	February 15, 2005
CEREALITY BITES	2,926,272	Registered	February 15, 2005
CEREALITY BARS	2,926,271	Registered	February 15, 2005
WHAT'S IN YOUR BOWL?	2,951,202	Registered	May 17, 2005
CEREALITY CEREAL BAR & CAFE (& design)	2,961,861	Registered	June 14, 2005
CEREALITY	2,836,818	Registered	April 27, 2004

EXHIBIT "A"
CONTINUED