

FORM PTO-1594
(Rev. 10/02)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings ⇐ ⇒ ⇨ ▼ ▼ ▼ ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies):
Borelli International Corporation

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: June 24, 2003

2. Name and address of receiving party(ies):
 Name: Meats and Perishables of Closter, LLC
 Internal Address: Building 3, Suite 4
 Street Address: 180 Old Tappan Road
 City: Old Tappan State: NJ ZIP: 07675

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation
 Other - New Jersey limited liability company

If assignee is not domiciled in the United States, a domestic representative designation is attached: N/A Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? N/A Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 Additional numbers attached Yes No

B. Trademark Registration No.(s) (1,612,213), (2,139,194), (0,282,636) (2,010,923)

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Lisa C. Fodor, Esq.
 Internal Address: Lowenstein Sandler PC
 Street Address: 65 Livingston Avenue
 City: Roseland State: NJ ZIP: 07068

6. Total number of applications and registrations involved: 4

7. Total Fee (37 CFR 3.41) **\$115.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
501358
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Lisa C. Fodor, Esq. *Lisa C. Fodor* July 2, 2003
 Name of Person Signing Signature Date

Total number of pages including coversheet, attachments and document: 12

Mail documents to be recorded with required coversheet information to:
 Commissioner of Patents & Trademarks, Box Assignments
 Washington, DC 20231

CH \$115.00 501358 1612213

JUN-25-2003 12:43

ASSIGNMENT OF TRADEMARK

Dated: as of June 24, 2003

WHEREAS, Borelli International Corporation (a/k/a Borelli International Inc. Corporation and/or Borelli International, Inc. Corporation), a Delaware corporation with an address at 1013 Centre Road, Wilmington, Delaware 19805 ("Assignor"), has adopted, used and is using (directly or through an affiliate for the benefit of Assignor) the trademarks set forth on Exhibit A (the "Trademarks"), certain of which are registered on the Principal Register in the United States Patent and Trademark Office; and

WHEREAS, Assignor owns all of the right, title and interest in and to the Trademarks and to the name, design, concept, other trademarks, service marks, trade names and the trade dress (collectively, the "Trade Rights") used in connection with the Trademarks; and

WHEREAS, Meats and Perishables of Closter, LLC, a New Jersey limited liability company with an office at 180 Old Tappan Road, Building 3, Suite 4, Old Tappan, NJ 07675 ("Assignee"), is desirous of acquiring said Trademarks and Trade Rights from Assignor, as set forth more fully in that certain Trademark Purchase Agreement between Assignor and Assignee dated as of the date hereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged,

1. Assignor does hereby sell, assign, transfer and set over to Assignee all right, title, and interest in and to the Trademarks and Trade Rights, together with the goodwill of the business attendant thereto.
2. Assignor does also hereby assign, sell, transfer and set over unto Assignee all claims for damages for reason of past infringement of the Trademarks or the Trade Rights, or both, as well as the right to sue for and collect the same for its own use and enjoyment.
3. Assignor further authorizes the Commissioner of Patents and Trademarks of the United States and any official of any country or countries foreign to the United States whose duty it is to record trademark registrations, applications and title thereto, to record the Trademarks and the Trade Rights and title thereto as the property of the Assignee, its successors, legal representatives and assigns in accordance with the terms of this instrument.

[signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Assignment as of the date first above written.

BORELLI INTERNATIONAL CORPORATION

By: 

John Leonardo Fiorilla, Esq. / Director
Name and Title

State of New Jersey
County of Essex

On this 24th day of June, 2003, before me appeared John Leonardo Fiorilla the person who signed this instrument, who acknowledged that he/she signed it as a free act on behalf of the Assignor with authority to do so.


(Signature of Notary Public)

CAROL J. YURK
A Notary Public Of New Jersey
My Commission Expires March 12, 2006

Exhibit A

Trademarks

U.S. FEDERAL TRADEMARK REGISTRATIONS

Mark	Registration Number	Registration Date
POPE	1,612,213	September 4, 1990
POPE and design	2,139,194	February 24, 1998
POPE BRAND and design	282,636	April 28, 1991
TRADITIONALE	2,010,923	October 22, 1996

FOREIGN TRADEMARK REGISTRATIONS/APPLICATIONS

Mark	Country	Registration/ Application Number	Registration/ Application Date
POPE	European Community (CTM)	Reg. no. 80069	Reg. date September 14, 1998
POPE	Canada	App. no. 751,921; Reg. no. 535713	_____, 2000; October 25, 2000
POPE	Dominican Republic	Reg. nos. 77,220 and 77,221	October 15, 1993
POPE	Antigua	Reg. no. 3915	July 23, 1999 (filing date December 12, 1995)
POPE	Honduras	Reg. no. 64,359	February 14, 1996
POPE	Barbados	App. no. N/A	Filing date March 23, 1995
POPE	Costa Rica	App. no. N/A	Filing date April 27, 1995
POPE	Nicaragua	App. no. 95-01184 Reg. no. 29,933 CC	Filing date May 3, 1995 Reg. date December 4, 1995
POPE	Columbia	App. no. 95014527	
POPE	Haiti	Reg. no. 376/90 and 377/90	Reg. date July 23, 1991 (currently expired as of July 23, 2001)
POPE	Mexico	App. no. 232562	Filing date May 23, 1995
POPE	Netherlands / Antilles	No. 18632	April 26, 1995
POPE	Trinidad/ Tobago	Reg. No. 23812	Reg. date March 25, 1997
POPE	Venezuela	App. no. 3686-95	Filing date April 27, 1995