

09-02-1998



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

FORM PTO-1595 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
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P08A/REV02

Tab settings

100805889

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

1. Name of conveying party(ies):

Karl Tiefenbacher
Franz Haas, Sr.
Johann Haas

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: **March 10, 1998**

2. Name and address of receiving party(ies):

Name: **E. KHASHOGGI INDUSTRIES, LLC**
Address: **800 Miramonte Drive**

City: **Santa Barbara** State/Prov.: **CA**
Country: **USA** ZIP: **93109-1419**

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

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

If this document is being filed together with a new application, the execution date of the application is: _____

Patent Application No. Filing date

B. Patent No.(s)

5,711,908

Additional numbers Yes No

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

Name: **John M. Guynn, Esq.**
Registration No. **36,153**
Address: **1000 Eagle Gate Tower**
60 East South Temple

City: **Salt Lake City** State/Prov.: **UT**
Country: **USA** ZIP: **84111**

6. Total number of applications and patents involved: **1**

7. Total fee (37 CFR 3.41):.....\$ **40.00 E**

- Enclosed - Any excess or insufficiency should be credited or debited to deposit account
- Authorized to be charged to deposit account

8. Deposit account number:

23-3178

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.

John M. Guynn

August 20, 1998

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and

17

8-50-98 MKV

SCHEDULE A

Country	Patent/Application No.	Inventors	Title
U.S.A.	5,711,908	Franz Haas, Sr., Franz Haas Johann Haas, Karl Tiefenbacher	Process for Manufacturing Compostible Thin-Walled Molded Articles Based on Starch
PCT	WO 9515698		
Austria	93-2466		
Croatia	P-940973		
Europe	731 649		
Canada	2,178,335		
Australia	95-10578		

JNA

DST \$

PATENT
TRADEMARK
COPYRIGHT
TRADE SECRETS
UNFAIR COMPETITION
LICENSING
COMPLEX LITIGATION

INTERNET
HOME PAGE: <http://www.wnsnat.com>
GENERAL E-MAIL: info@wnspat.com

05/04/98
PTO

**WORKMAN
NYDEGER
& SEELEY**
ATTORNEYS AT LAW
A PROFESSIONAL CORPORATION
1000 EAGLE GATE TOWER
60 EAST SOUTH TEMPLE
SALT LAKE CITY, UTAH 84111
TELEPHONE (801) 533-9800
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RICK D. NYDEGGER
DAVID O. SEELEY
BRENT P. LORIMER
THOMAS R. VUKSINICK
LARRY R. LAYCOCK
JONATHAN W. RICHARDS
DAVID R. WRIGHT
JOHN C. STRINGHAM
MICHAEL F. KRIEGER
BRADLEY K. DESANDRO
JOHN M. GUYNN
GREGORY M. TAYLOR
DANA L. TANGREN
CHARLES J. VEVERKA
ROBYN L. PHILLIPS
DAVID B. DELLENBACH
TIMOTHY M. FARRELL
JOHN N. GREAVES
VANESSA B. PIERCE
LENA I. VINITSKAYA
KEVIN K. JOHANSON
L. DAVID GRIFFIN
R. BURNS ISRAELSEN
MICHAEL T. SANDERSON

~~05-19-1998~~
~~100714353~~

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

MRD 5-12-98

In re U.S. patent of:)
Inventor: Karl Tiefenbacher: Franz Haas, Sr.:)
Johann Haas)
Serial No. 08/652,542)
Filed: June 3, 1996)
For: PROCESS FOR MANUFACTURING)
COMPOSTIBLE THIN-WALLED MOLDED)
ARTICLES BASED ON STARCH)
Examiner: Leo B. Tentoni)
U.S. Patent No. 5,711,908)
Issued: January 27, 1998)

*RECEIVED
SERIAL 12 1 1998
ASSIGNMENT*

TRANSMITTAL LETTER FOR ASSIGNMENT AND REVOCATION
AND SUBSTITUTE POWER OF ATTORNEY

Assistant Commissioner for Patents
Washington, DC 20231

05/10/1998 TT0011 00000000 5711908 40.00 EP
01 FC:501

Assistant Commissioner for
Patents
Page 2

Sir:

Please enter the enclosed ASSIGNMENT and REVOCATION AND SUBSTITUTE POWER OF ATTORNEY in the matter of the above-identified patent application. In accordance with MPEP § 302.01, the undersigned attorney certifies that the ASSIGNMENT document submitted herein is a true and correct copy of the original, which was executed on March 10, 1998 in Vienna, Austria.

The Commissioner is hereby authorized to charge payment of any appropriate fees associated with this communication or credit any overpayment to Deposit Account No. 23-3178. Triplicate copies of this sheet are attached.

DATED this 29th day of April 1998.

Respectfully submitted,



JOHN M. GYNN
Attorney for Applicant
Registration No. 36,153

WORKMAN, NYDEGGER & SEELEY
1000 Eagle Gate Tower
60 East South Temple
Salt Lake City, Utah 84111
Telephone: (801) 533-9800

JMG:jrj
G:\DATA\WPDOCS2\MTG\JMG\EKI\EKI262.TRX
Docket No.: 11527.262

WORKMAN, NYDEGGER & SEELEY
1000 Eagle Gate Tower
60 East South Temple
Salt Lake City, Utah 84111

ASSIGNMENT

Whereas, Franz Haas Waffelmaschinen Industrie Aktiengesellschaft, a corporation organized and existing under the laws of Austria, is the owner of the entire right, title and interest in and to the patents and applications set forth in the attached Schedule A and the invention therein described; and

Whereas, E. Khashoggi Industries, LLC, a limited liability company organized under the laws of the State of Delaware, having a principal place of business at 800 Miramonte Drive, Santa Barbara, California 93109-1419, is desirous of acquiring the entire right, title and interest in and to the said invention within the United States of America and its territorial possessions and within the countries foreign to the United States and any United States or foreign Letters Patent that may be granted therefor and, in particular, to said patents and applications set forth in Schedule A;

Now, Therefore, in consideration of the sum of One Dollar (\$1.00) paid by E. Khashoggi Industries, LLC to Franz Haas Waffelmaschinen Industrie Aktiengesellschaft and other good and valuable considerations, the receipt of which is hereby acknowledged, Franz Haas Waffelmaschinen Industrie Aktiengesellschaft has sold, assigned and transferred, and by these presents does hereby sell, assign and transfer unto the said E. Khashoggi Industries, LLC the entire right, title and interest in and to the said invention within the United States of America and its territorial possessions and within all countries foreign to the United States and in and to any United States or foreign Letters Patent that may be granted therefor, and in and

to said patents and applications set forth in Schedule A, and in and to any and all divisions, reissues, continuations and extensions thereof and in and to any Letters Patent that may be granted thereon, all said rights to be held and enjoyed by E. Khashoggi Industries, LLC for its own use and enjoyment and for the use and enjoyment of its successors and assigns to the full end of the term or terms for which said Letters Patent may be granted as fully and entirely as the same would have been held and enjoyed by Franz Haas Waffelmaschinen Industrie Aktiengesellschaft if this assignment, transfer and sale had not been made.


Franz Haas Waffelmaschinen Industrie Aktiengesellschaft hereby authorizes and requests the United States Commissioner of Patents and Trademarks and all authorized officials of foreign patent offices to assign the patents and applications set forth in Schedule A to said E. Khashoggi Industries, LLC as the assignee of its entire right, title and interest in and to the same, for the sole use and enjoyment of said E. Khashoggi Industries, LLC, its successors and assigns.

In Testimony Whereof, Franz Haas Waffelmaschinen Industrie Aktiengesellschaft has caused the hand of its proper representatives, who affirmatively declare that they have proper authority to act on behalf of and legally bind Franz Haas Waffelmaschinen Industrie Aktiengesellschaft, to be subscribed hereto this 10th day of March 1998.

FRANZ HAAS WAFFELMASCHINEN
INDUSTRIE AKTIENGESELLSCHAFT,
an Austrian Corporation

By: 

Johann Haas
Technical Director

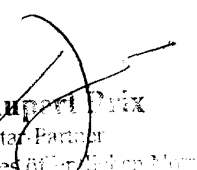

Dr. Rupert Brik
Notar-Partner
als Substitut des öffentlichen Notars
Dr. Georg Weissmann
Wien, Innere Stadt
Witness or Notary Signature

By: 

Christine Seidl
Finance Director

DR. GEORG WEISSMANN
ÖFFENTLICH
1010 WIEN, SEREUGLÄTTE 28
Tel. 512-45-11-0 512-59-19-0 512-67-66-0
Telefax 512-46-11-88 FAX 0590-137

In Testimony Whereof, E. Khashoggi Industries, LLC has caused the hand of its proper representative, who affirmatively declares that he has proper authority to act on behalf of and legally bind E. Khashoggi Industries, LLC, to be subscribed hereto this 10th day of March 1998.


Dr. Rupert Brik
Notar-Partner
als Substitut des öffentlichen Notars
Dr. Georg Weissmann
Wien, Innere Stadt
Witness or Notary Signature

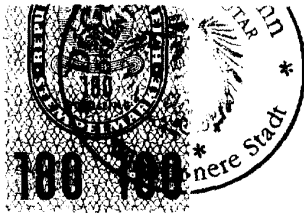
E. KHASHOGGI INDUSTRIES, LLC
a Delaware Limited Liability Company

By: 

J. Nicholson Thomas
Attorney

DR. GEORG WEISSMANN
ÖFFENTLICH
1010 WIEN, SEREUGLÄTTE 28
Tel. 512-45-11-0 512-59-19-0 512-67-66-0
Telefax 512-46-11-88 FAX 0590-137

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B.Z. 1998/4292

Die Echtheit vorstehender -----

- 1) Gesamtfirmazeichnung des Herrn Ing. Johann Haas als Vorstandsmitglied und der Frau Mag. Christine Seidl als Vorstandsmitglied der Franz Haas Waffelmaschinen-Industrie Aktiengesellschaft, mit dem Sitz in Wien und der Geschäftsanschrift in 1210 Wien, Pragerstraße 124, wird bestätigt. Auf Grund der heute vorgenommenen Einsichtnahme in das Firmenbuch bestätige ich gemäß Paragraph neunundachtzig a Notariatsordnung: -----
 - a) die gemeinsame Vertretungsberechtigung der Vorgenannten für diese Gesellschaft -----
 - b) daß mit Eintragung vom sechzehnten Dezember Tausendneunhundertneunzig die Franz Haas Waffelmaschinen-Industrie Aktiengesellschaft durch Umwandlung aus der Franz Haas Waffelmaschinen-Industriegesellschaft m.b.H. hervorgegangen ist. -----
- 2) Unterschrift des Herrn John Nicholson Thomas, geboren am 20.(zwanzigsten) Juli 1952 (neunzehnhundertzweiundfünfzig), Rechtsanwalt, 333 South Grand Avenue, Los Angeles, California 90071-3197, wird bestätigt. -----
Wien, am 10.(zehnten) März 1998 (neunzehnhundertachtundneunzig). -----

I herewith certify that the signatures of -----

- 1) Mr. Ing. Johann Haas as member of the management board and Mss. Mag. Christine Seidl as member of the management board of Franz Haas Waffelmaschinen-Industrie Aktiengesellschaft in 1210 Vienna, Prager Straße 124, are authentic. In accordance with the official record of said corporation in the corporate register: -----
 - a) the common authorization of signatures of said persons is certified and -----
 - b) and that due to the registration of December 16, 1997 Franz Haas Waffelmaschinen-Industriegesellschaft m.b.H. was transformed into Franz Haas Waffelmaschinen-Industrie Aktiengesellschaft pursuant to § 245 ff Corporations Act. -----
- 2) Mr. John Nicholson Thomas, born on July 20, 1952, lawyer, residing in 333 South Grand Avenue, Los Angeles, California 90071-3197, is authentic. -----
Vienna, March tenth nineteen hundred ninety eight -----
(1998-03-10). -----



Dr. Rupert Brix
 Notar-Partner
 als Substitut des öffentlichen Notars
Dr. Georg Weissmann
 mit dem Amtssitz in Wien-Innere Stadt



PATENT

REEL: 9405 FRAME: 0715

FIRMENBUCH

AUSZUG MIT AKTUELLEN DATEN
Stichtag 11.03.1998

FN 116891 z

Grundlage dieses Auszuges ist das Hauptbuch ergänzt um Daten aus der Urkunden-
sammlung.

Letzte Eintragung am 16.12.1997 mit der Eintragsnummer 20
zuständiges Gericht Handelsgericht Wien

1 früher Handelsgericht Wien HRB 16609
Ersteintragung am 22.07.1974

FIRMA

20 Franz Haas Waffelmaschinen-
Industrie Aktiengesellschaft

RECHTSFORM

20 Aktiengesellschaft

SITZ in

1 politischer Gemeinde Wien

GESCHÄFTSANSCHRIFT

3 Pragerstraße 124
1210 Wien

KAPITAL

1 ATS 80.000.000

STICHTAG für JAHRESABSCHLUSS

1 31. Dezember

JAHRESABSCHLUSS

17 eingereicht am 09.10.1997 zum 31.12.1996

VERTRETUNGSBEFUGNIS

20 Die Gesellschaft wird, wenn mehrere Vorstandsmitglieder
bestellt sind, durch zwei Vorstandsmitglieder gemeinsam oder
durch eines von ihnen gemeinsam mit einem Prokuristen
vertreten.

SONSTIGE BESTIMMUNGEN

20 Der Vorstand besteht aus zwei, drei oder vier Personen
Sind mehrere Vorstandsmitglieder bestellt, so kann der
Aufsichtsrat einen Vorsitzenden und einen Stellvertreter
des Vorsitzenden ernennen.

ART DER BEKANNTMACHUNG

20 Die Bekanntmachungen der Gesellschaft erfolgen im
Amtsblatt zur Wiener Zeitung.

20 Generalversammlungsbeschluß vom 11.11.1997

014

Umwandlung der
Franz Haas Waffelmaschinen-
Industriegesellschaft m.b.H.
(FN 116891 z)

in eine Aktiengesellschaft gemäß §§ 245 ff AktG.

20 Satzung vom 11.11.1997

015

20 Hauptversammlungsbeschluß vom 11.11.1997

016

PATENT

REEL: 9405 FRAME: 0716

Ermächtigung des Vorstandes gemäß § 169 AktG, das Grundkapital bis zum 31.12.2002 um bis zu ATS 20.000.000,- auf ATS 100.000.000,- zu erhöhen.

VORSTAND

- 20 C Josef Haas, geb. 07.11.1940
vertritt seit 16.12.1997 gemeinsam mit
einem weiteren Vorstandsmitglied oder einem
Gesamtprokuristen
- 20 D Ing Johann Haas, geb. 03.07.1945
vertritt seit 16.12.1997 gemeinsam mit
einem weiteren Vorstandsmitglied oder einem
Gesamtprokuristen
- 20 X Mag. Christine Seidl, geb. 03.07.1963
vertritt seit 16.12.1997 gemeinsam mit
einem weiteren Vorstandsmitglied oder einem
Gesamtprokuristen

PROKURIST

- 20 E Ing Friedrich Peter Wimmer, geb. 25.09.1943
vertritt seit 16.12.1997 gemeinsam mit
einem Vorstandsmitglied oder einem weiteren
Gesamtprokuristen
- 20 F Richard Salomon, geb. 14.10.1942
vertritt seit 16.12.1997 gemeinsam mit
einem Vorstandsmitglied oder einem weiteren
Gesamtprokuristen
- 20 H Dipl-Ing Erich Koletnik, geb. 17.12.1950
vertritt seit 16.12.1997 gemeinsam mit
einem Vorstandsmitglied oder einem weiteren
Gesamtprokuristen
- 20 N Dkfm Leo Bernhart, geb. 12.04.1944
vertritt seit 16.12.1997 gemeinsam mit
einem Vorstandsmitglied oder einem weiteren
Gesamtprokuristen

AUFSICHTSRAT

- 20 A KR Ing Franz Haas, geb. 24.09.1911
Mitglied
- 1 B Maria Haas, geb. 11.10.1910
Mitglied
- 6 O DDR. Walter Barfuß, geb. 01.02.1937
Vorsitzender
- 20 P Dipl.Ing.Dr. Herbert Braun, geb. 15.07.1947
Stellvertreter des Vorsitzenden
- 6 Q Franz Mayer, geb. 17.06.1948
Mitglied
- 16 U Erich Mukarovsky, geb. 30.06.1949
Mitglied

--- PERSONEN -----

- 1 A KR Ing Franz Haas, geb. 24.09.1911
- 1 B Maria Haas, geb. 11.10.1910
- 1 C Josef Haas, geb. 07.11.1940
- 1 D Ing Johann Haas, geb. 03.07.1945
- 11 E Ing Friedrich Peter Wimmer, geb. 25.09.1943
- 11 F Richard Salomon, geb. 14.10.1942
- 1 H Dipl-Ing Erich Koletnik, geb. 17.12.1950
- 2 N Dkfm Leo Bernhart, geb. 12.04.1944
- 6 O DDR. Walter Barfuß, geb. 01.02.1937

PATENT

REEL: 9405 FRAME: 0717

6 P Dipl.Ing.Dr. Herbert Braun, geb. 15.07.1947
 6 Q Franz Mayer, geb. 17.06.1948
 16 U Erich Mukarovsky, geb. 30.06.1949
 20 X Mag. Christine Seidl, geb. 03.07.1963

----- VOLLZUGSÜBERSICHT -----

Handelsgericht Wien

1	datenersterfaßt am 13.09.1994	Geschäftsfall 905 Fr_ 2899/94 v
	Ersterfassung gem. Art. XXIII Abs. 4 FBG	
2	Ersterfassung abgeschlossen am 13.09.1994	Geschäftsfall 905 Fr 2900/94 w
	Übernahme in das ADV-Firmenbuch	
3	eingetragen am 13.10.1994	Geschäftsfall 702 Fr 13142/94 p
	Antrag auf Änderung eingelangt am 07.10.1994	
6	eingetragen am 28.01.1995	Geschäftsfall 702 Fr 697/95 x
	Antrag auf Änderung eingelangt am 24.01.1995	
11	eingetragen am 30.12.1995	Geschäftsfall 702 Fr 13575/95 i
	Antrag auf Änderung eingelangt am 28.12.1995	
16	eingetragen am 28.03.1997	Geschäftsfall 72 Fr 2694/97 v
	Antrag auf Änderung eingelangt am 26.03.1997	
17	eingetragen am 11.11.1997	Geschäftsfall 72 Fr 10782/97 m
	Antrag auf Änderung eingelangt am 09.10.1997	
20	eingetragen am 16.12.1997	Geschäftsfall 72 Fr 12038/97 i
	Antrag auf Änderung eingelangt am 19.11.1997	

Prüfsumme: 4558 ***** ENDE ***** Abfragedatum: 11.03.1998
 erstellt über BTX



Dr. Rupert Brix
 Notar-Partner
 als Substitut des öffentlichen Notars
Dr. Georg Weidmann
 mit dem Amtssitz in Wien-Innere Stadt
Gerichtskommissär

Basis for this extract is the main register amended by data from the collection of documents.

Last entry on December 16, 1997 with registration no.: 20

Court in charge: Commercial Court Vienna

- 1 formerly Commercial Court Vienna HRB 16609
first entry: July 22, 1974

COMPANY NAME

- 20 Franz Haas Waffelmaschinen-
Industrie Aktiengesellschaft

LEGAL FORM

- 20 Stock Corporation

COMPANY SEAT at

- 1 political district Vienna

BUSINESS ADDRESS

- 3 Pragerstraße 124
1210 Vienna

CAPITAL

- 1 ATS 80.000.000

QUALIFYING DATE FOR ANNUAL STATEMENT

- 1 December 31

ANNUAL STATEMENT

- 17 filed on October 9, 1997 as of December 31, 1996

POWER OF REPRESENTATION

- 20 The corporation is represented by two members of the management together or by one member of the management board together with a "Prokurist" (a person with statutory power of representation), if more than one member of the management board is appointed.

OTHER PROVISIONS

- 20 The management board consists of two, three or four persons. If several persons are appointed as members of the management board, the Supervisory Board may appoint a chairman and a deputy chairman of the management.

PUBLICATIONS

- 20 The publications of the corporation are issued in the "Amtsblatt zur Wiener Zeitung".
- 20 Shareholders decision of November 11, 1997 014
Transformation of Franz Haas Waffelmaschinen-Industriegesellschaft m.b.H
(FN 116891 z)
into a corporation pursuant to § 245 ff Corporations Act.
- 20 Statutes of November 11, 1997 015
- 20 Shareholders decision of November 11, 1997 016

PATENT

REEL: 9405 FRAME: 0719

Page 2

Authorization of management board pursuant to § 169 Corporations Act for the increase of the capital until December 31, 2002 by a maximum of ATS 20,000.000,- to ATS 100.000.000,--.

MANAGEMENT BOARD

- C Josef Haas, born November 7, 1940
20 represents the corporation since December 16, 1997 together with another member of the management or a "Gesamtprokurist"
- D Ing Johann Haas, born July 3, 1945
20 represents the corporation since December 16, 1997 together with another member of the management or a "Gesamtprokurist"
- X Mag. Christine Seidl, born July 3, 1963
20 represents the corporation since December 16, 1997 together with another member of the management or a "Gesamtprokurist"

PROKURIST (statutory power of representation)

- E Ing Friedrich Peter Wimmer, born September 25, 1943
20 represents the corporation since December 16, 1997 together with another member of the management or a "Gesamtprokurist"
- F Richard Salomon, born October 14, 1942
20 represents the corporation since December 16, 1997 together with another member of the management or a "Gesamtprokurist"
- H Dipl.-Ing Erich Koletnik, born December 17, 1950
20 represents the corporation since December 16, 1997 together with another member of the management or a "Gesamtprokurist"
- N Dkfm Leo Bernhart, born April 12, 1944
20 represents the corporation since December 16, 1997 together with another member of the management or a "Gesamtprokurist"

SUPERVISORY BOARD

- A KR Ing Franz Haas, born September 24, 1911
20 member
- B Maria Haas, born October 11, 1910
1 member
- O DDr. Walter Barfuß, born February 1, 1937
6 chairman
- P Dipl.-Ing. Dr. Herbert Braun, born July 15, 1947
20 deputy chairman
- Q Franz Mayer, born June 17, 1948
6 member
- U Erich Mukarovsky, born June 30, 1949
16 member

-----LIST OF PERSONS -----

- 1 A KR Ing Franz Haas, born September 24, 1911
- 1 B Maria Haas, born October 11, 1910
- 1 C Josef Haas, born November 7, 1940
- 1 D Ing Johann Haas, born July 3, 1945
- 11 E Ing Friedrich Peter Wimmer, born September 25, 1943
- 11 F Richard Salomon, born October 14, 1942
- 1 H Dipl.-Ing Erich Koletnik, born December 17, 1950
- 2 N Dkfm Leo Bernhart, born April 12, 1944
- 6 O DDr. Walter Barfuß, born February 1, 1937
- 6 P Dipl.-Ing. Dr. Herbert Braun, born July 15, 1947

PATENT

REEL: 9405 FRAME: 0720

Page 3

- 6 Q Franz Mayer, born June 17, 1948
- 16 U Erich Mukarovsky, born June 30, 1949
- 20 X Mag. Christine Seidl, born July 3, 1963

-----SUMMARY OF EXECUTED REGISTRATIONS-----

Commercial Court Vienna

- 1 registered on September 13, 1994 case no.: 905 Fr 2899/94 v
first registration pursuant to Art. XXIII para 4 Company Register Act
- 2 first registration completed on September 13, 1994 case no.: 905 Fr 2900/94 w
transfer into the EDP-Company Register
- 3 registration on October 13, 1994 case no.: 702 Fr 13142/94 p
file for change received on October 7, 1994
- 6 registration on January 28, 1995 case no.: 702 Fr 697/95 x
file for change received on January 24, 1995
- 11 registration on December 30, 1997 case no.: 702 Fr 13575/95 i
file for change received on December 28, 1995
- 16 registration on March 28, 1997 case no.: 72 Fr 2694/97 v
file for change received on March 26, 1997
- 17 registration on November 11, 1997 case no.: 72 Fr 10782/97 m
file for change received on October 9, 1997
- 20 registration on December 16, 1997 case no.: 72 Fr 12038/97 i
file for change received on November 19, 1997

***** END*****Date of request: March 2, 1998
made via BTX

WORKMAN, NYDEGGER & SEELEY
1000 Eagle Gate Tower
60 East South Temple
Salt Lake City, Utah 84111

ASSIGNMENT

Whereas, Franz Haas Waffelmaschinen Industrie Aktiengesellschaft, a corporation organized and existing under the laws of Austria, is the owner of the entire right, title and interest in and to the patents and applications set forth in the attached Schedule A and the invention therein described; and

Whereas, E. Khashoggi Industries, LLC, a limited liability company organized under the laws of the State of Delaware, having a principal place of business at 800 Miramonte Drive, Santa Barbara, California 93109-1419, is desirous of acquiring the entire right, title and interest in and to the said invention within the United States of America and its territorial possessions and within the countries foreign to the United States and any United States or foreign Letters Patent that may be granted therefor and, in particular, to said patents and applications set forth in Schedule A;

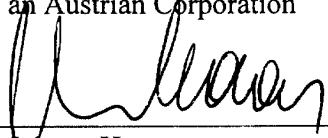
Now, Therefore, in consideration of the sum of One Dollar (\$1.00) paid by E. Khashoggi Industries, LLC to Franz Haas Waffelmaschinen Industrie Aktiengesellschaft and other good and valuable considerations, the receipt of which is hereby acknowledged, Franz Haas Waffelmaschinen Industrie Aktiengesellschaft has sold, assigned and transferred, and by these presents does hereby sell, assign and transfer unto the said E. Khashoggi Industries, LLC the entire right, title and interest in and to the said invention within the United States of America and its territorial possessions and within all countries foreign to the United States and in and to any United States or foreign Letters Patent that may be granted therefor, and in and


to said patents and applications set forth in Schedule A, and in and to any and all divisions, reissues, continuations and extensions thereof and in and to any Letters Patent that may be granted thereon, all said rights to be held and enjoyed by E. Khashoggi Industries, LLC for its own use and enjoyment and for the use and enjoyment of its successors and assigns to the full end of the term or terms for which said Letters Patent may be granted as fully and entirely as the same would have been held and enjoyed by Franz Haas Waffelmaschinen Industrie Aktiengesellschaft if this assignment, transfer and sale had not been made.

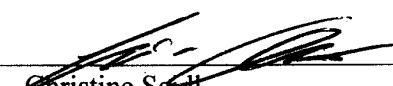
Franz Haas Waffelmaschinen Industrie Aktiengesellschaft hereby authorizes and requests the United States Commissioner of Patents and Trademarks and all authorized officials of foreign patent offices to assign the patents and applications set forth in Schedule A to said E. Khashoggi Industries, LLC as the assignee of its entire right, title and interest in and to the same, for the sole use and enjoyment of said E. Khashoggi Industries, LLC, its successors and assigns.

In Testimony Whereof, Franz Haas Waffelmaschinen Industrie Aktiengesellschaft has caused the hand of its proper representatives, who affirmatively declare that they have proper authority to act on behalf of and legally bind Franz Haas Waffelmaschinen Industrie Aktiengesellschaft, to be subscribed hereto this 10th day of March 1998.

FRANZ HAAS WAFFELMASCHINEN
INDUSTRIE AKTIENGESELLSCHAFT,
an Austrian Corporation

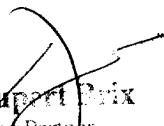
By: 
Johann Haas
Technical Director

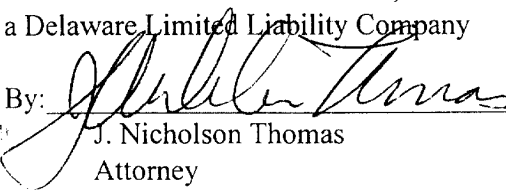

Dr. Rupert Brk
Notar-Partner
als Substitut des öffentlichen Notars
Dr. Georg Weißmann
Wien-Innere Stadt
Witness on Notary Signature

By: 
Christine Seidl
Finance Director

DR. GEORG WEISSMANN
ÖFF. NOTAR
1010 WIEN, SEILERSGASSE 28
Tel. 512-43-11-0 512-59-19-0 512-67-66-0
Telefax 512-43-11-89 DVL 0506157

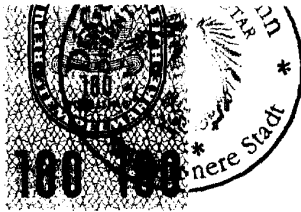
In Testimony Whereof, E. Khashoggi Industries, LLC has caused the hand of its proper representative, who affirmatively declares that he has proper authority to act on behalf of and legally bind E. Khashoggi Industries, LLC, to be subscribed hereto this 10th day of March 1998.


Dr. Rupert Brk
Notar-Partner
als Substitut des öffentlichen Notars
Dr. Georg Weißmann
Wien-Innere Stadt
Witness on Notary Signature

E. KHASHOGGI INDUSTRIES, LLC
a Delaware Limited Liability Company
By: 
J. Nicholson Thomas
Attorney

DR. GEORG WEISSMANN
ÖFF. NOTAR
1010 WIEN, SEILERSGASSE 28
Tel. 512-43-11-0 512-59-19-0 512-67-66-0
Telefax 512-43-11-89 DVL 0506157

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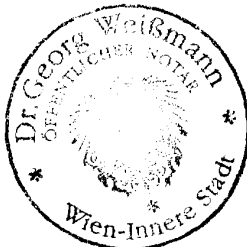
B.Z. 1998/4292

Die Echtheit vorstehender -----

- 1) Gesamtfirmazeichnung des Herrn Ing. Johann Haas als Vorstandsmitglied und der Frau Mag. Christine Seidl als Vorstandsmitglied der Franz Haas Waffelmaschinen-Industrie Aktiengesellschaft, mit dem Sitz in Wien und der Geschäftsanschrift in 1210 Wien, Pragerstraße 124, wird bestätigt. Auf Grund der heute vorgenommenen Einsichtnahme in das Firmenbuch bestätige ich gemäß Paragraph neunundachtzig a Notariatsordnung: -----
 - a) die gemeinsame Vertretungsberechtigung der Vorgenannten für diese Gesellschaft -----
 - b) daß mit Eintragung vom sechzehnten Dezember Tausendneunhundertneunzigsieben die Franz Haas Waffelmaschinen-Industrie Aktiengesellschaft durch Umwandlung aus der Franz Haas Waffelmaschinen-Industriegesellschaft m.b.H. hervorgegangen ist. -----
- 2) Unterschrift des Herrn John Nicholson Thomas, geboren am 20.(zwanzigsten) Juli 1952 (neunzehnhundertzweiundfünfzig), Rechtsanwalt, 333 South Grand Avenue, Los Angeles, California 90071-3197, wird bestätigt. -----
Wien, am 10.(zehnten) März 1998 (neunzehnhundertachtundneunzig). -----

I herewith certify that the signatures of -----

- 1) Mr. Ing. Johann Haas as member of the management board and Mss. Mag. Christine Seidl as member of the management board of Franz Haas Waffelmaschinen-Industrie Aktiengesellschaft in 1210 Vienna, Prager Straße 124, are authentic. In accordance with the official record of said corporation in the corporate register: -----
 - a) the common authorization of signatures of said persons is certified and -----
 - b) and that due to the registration of December 16, 1997 Franz Haas Waffelmaschinen-Industriegesellschaft m.b.H. was transformed into Franz Haas Waffelmaschinen-Industrie Aktiengesellschaft pursuant to § 245 ff Corporations Act. -----
- 2) Mr. John Nicholson Thomas, born on July 20, 1952, lawyer, residing in 333 South Grand Avenue, Los Angeles, California 90071-3197, is authentic. -----
Vienna, March tenth nineteen hundred ninety eight -----
(1998-03-10). -----



Dr. Rupert Brix

Notar Partner

als Substitut des Öffentlichen Notars

Dr. Georg Weißmann

mit dem Amte in Wien-Innere Stadt



PATENT

REEL: 9405 FRAME: 0725

SCHEDULE A

Country	Patent/Application No.	Inventors	Title
U.S.A.	5,711,908	Franz Haas, Sr., Franz Haas Johann Haas, Karl Tiefenbacher	Process for Manufacturing Compostible Thin-Walled Molded Articles Based on Starch
PCT	WO 9515698		
Austria	93-2466		
Croatia	P-940973		
Europe	731 649		
Canada	2,178,335		
Australia	95-10578		

[Handwritten signature]

FIRMENBUCH

AUSZUG MIT AKTUELLEN DATEN
Stichtag 11.03.1998

FN 116891 z

Grundlage dieses Auszuges ist das Hauptbuch ergänzt um Daten aus der Urkundensammlung.

Letzte Eintragung am 16.12.1997 mit der Eintragsnummer 20
zuständiges Gericht Handelsgericht Wien

1 früher Handelsgericht Wien HRB 16609
Ersteintragung am 22.07.1974

FIRMA

20 Franz Haas Waffelmaschinen-
Industrie Aktiengesellschaft

RECHTSFORM

20 Aktiengesellschaft

SITZ in

1 politischer Gemeinde Wien

GESCHÄFTSANSCHRIFT

3 Pragerstraße 124
1210 Wien

KAPITAL

1 ATS 80.000.000

STICHTAG für JAHRESABSCHLUSS

1 31. Dezember

JAHRESABSCHLUSS

17 eingereicht am 09.10.1997 zum 31.12.1996

VERTRETUNGSBEFUGNIS

20 Die Gesellschaft wird, wenn mehrere Vorstandsmitglieder bestellt sind, durch zwei Vorstandsmitglieder gemeinsam oder durch eines von ihnen gemeinsam mit einem Prokuristen vertreten.

SONSTIGE BESTIMMUNGEN

20 Der Vorstand besteht aus zwei, drei oder vier Personen
Sind mehrere Vorstandsmitglieder bestellt, so kann der Aufsichtsrat einen Vorsitzenden und einen Stellvertreter des Vorsitzenden ernennen.

ART DER BEKANNTMACHUNG

20 Die Bekanntmachungen der Gesellschaft erfolgen im
Amtsblatt zur Wiener Zeitung.

20 Generalversammlungsbeschluß vom 11.11.1997 014
Umwandlung der
Franz Haas Waffelmaschinen-
Industriegesellschaft m.b.H.
(FN 116891 z)

20 in eine Aktiengesellschaft gemäß §§ 245 ff AktG. 015
20 Satzung vom 11.11.1997 016

20 Hauptversammlungsbeschluß vom 11.11.1997

PATENT

REEL: 9405 FRAME: 0727

Ermächtigung des Vorstandes gemäß § 169 AktG, das Grundkapital bis zum 31.12.2002 um bis zu ATS 20,000.000,- auf ATS 100,000.000,- zu erhöhen.

VORSTAND

- 20 C Josef Haas, geb. 07.11.1940
vertritt seit 16.12.1997 gemeinsam mit
einem weiteren Vorstandsmitglied oder einem
Gesamtprokuristen
- 20 D Ing Johann Haas, geb. 03.07.1945
vertritt seit 16.12.1997 gemeinsam mit
einem weiteren Vorstandsmitglied oder einem
Gesamtprokuristen
- 20 X Mag. Christine Seidl, geb. 03.07.1963
vertritt seit 16.12.1997 gemeinsam mit
einem weiteren Vorstandsmitglied oder einem
Gesamtprokuristen

PROKURIST

- 20 E Ing Friedrich Peter Wimmer, geb. 25.09.1943
vertritt seit 16.12.1997 gemeinsam mit
einem Vorstandsmitglied oder einem weiteren
Gesamtprokuristen
- 20 F Richard Salomon, geb. 14.10.1942
vertritt seit 16.12.1997 gemeinsam mit
einem Vorstandsmitglied oder einem weiteren
Gesamtprokuristen
- 20 H Dipl-Ing Erich Koletnik, geb. 17.12.1950
vertritt seit 16.12.1997 gemeinsam mit
einem Vorstandsmitglied oder einem weiteren
Gesamtprokuristen
- 20 N Dkfm Leo Bernhart, geb. 12.04.1944
vertritt seit 16.12.1997 gemeinsam mit
einem Vorstandsmitglied oder einem weiteren
Gesamtprokuristen

AUFSICHTSRAT

- 20 A KR Ing Franz Haas, geb. 24.09.1911
Mitglied
- 1 B Maria Haas, geb. 11.10.1910
Mitglied
- 6 O DDR. Walter Barfuß, geb. 01.02.1937
Vorsitzender
- 20 P Dipl.Ing.Dr. Herbert Braun, geb. 15.07.1947
Stellvertreter des Vorsitzenden
- 6 Q Franz Mayer, geb. 17.06.1948
Mitglied
- 16 U Erich Mukarovsky, geb. 30.06.1949
Mitglied

--- PERSONEN -----

- 1 A KR Ing Franz Haas, geb. 24.09.1911
- 1 B Maria Haas, geb. 11.10.1910
- 1 C Josef Haas, geb. 07.11.1940
- 1 D Ing Johann Haas, geb. 03.07.1945
- 11 E Ing Friedrich Peter Wimmer, geb. 25.09.1943
- 11 F Richard Salomon, geb. 14.10.1942
- 1 H Dipl-Ing Erich Koletnik, geb. 17.12.1950
- 2 N Dkfm Leo Bernhart, geb. 12.04.1944
- 6 O DDR. Walter Barfuß, geb. 01.02.1937

PATENT

REEL: 9405 FRAME: 0728

6 P Dipl.Ing.Dr. Herbert Braun, geb. 15.07.1947
 6 Q Franz Mayer, geb. 17.06.1948
 16 U Erich Mukarovsky, geb. 30.06.1949
 20 X Mag. Christine Seidl, geb. 03.07.1963

----- VOLLZUGSÜBERSICHT -----

Handelsgericht Wien

1	datenersterfaßt am 13.09.1994	Geschäftsfall 905 Fr_ 2899/94 v
	Ersterfassung gem. Art. XXIII Abs. 4 FBG	
2	Ersterfassung abgeschlossen am 13.09.1994	Geschäftsfall 905 Fr 2900/94 w
	Übernahme in das ADV-Firmenbuch	
3	eingetragen am 13.10.1994	Geschäftsfall 702 Fr 13142/94 p
	Antrag auf Änderung eingelangt am 07.10.1994	
6	eingetragen am 28.01.1995	Geschäftsfall 702 Fr 697/95 x
	Antrag auf Änderung eingelangt am 24.01.1995	
11	eingetragen am 30.12.1995	Geschäftsfall 702 Fr 13575/95 i
	Antrag auf Änderung eingelangt am 28.12.1995	
16	eingetragen am 28.03.1997	Geschäftsfall 72 Fr 2694/97 v
	Antrag auf Änderung eingelangt am 26.03.1997	
17	eingetragen am 11.11.1997	Geschäftsfall 72 Fr 10782/97 m
	Antrag auf Änderung eingelangt am 09.10.1997	
20	eingetragen am 16.12.1997	Geschäftsfall 72 Fr 12038/97 i
	Antrag auf Änderung eingelangt am 19.11.1997	

Prüfsumme: 4558 ***** ENDE ***** Abfragedatum: 11.03.1998
 erstellt über BTX



Dr. Rupert Brix
 Notar-Partner
 als Substitut des öffentlichen Notars
Dr. Georg Weißmann
 mit dem Amtssitz in Wien-Innere Stadt
Gerichtskommissär

Basis for this extract is the main register amended by data from the collection of documents.
Last entry on December 16, 1997 with registration no.: 20
Court in charge: Commercial Court Vienna

- 1 formerly Commercial Court Vienna HRB 16609
first entry: July 22, 1974

COMPANY NAME

- 20 Franz Haas Waffelmaschinen-
Industrie Aktiengesellschaft

LEGAL FORM

- 20 Stock Corporation

COMPANY SEAT at

- 1 political district Vienna

BUSINESS ADDRESS

- 3 Pragerstraße 124
1210 Vienna

CAPITAL

- 1 ATS 80.000.000

QUALIFYING DATE FOR ANNUAL STATEMENT

- 1 December 31

ANNUAL STATEMENT

- 17 filed on October 9, 1997 as of December 31, 1996

POWER OF REPRESENTATION

- 20 The corporation is represented by two members of the management together or by one member of the management board together with a "Prokurist" (a person with statutory power of representation), if more than one member of the management board is appointed.

OTHER PROVISIONS

- 20 The management board consists of two, three or four persons. If several persons are appointed as members of the management board, the Supervisory Board may appoint a chairman and a deputy chairman of the management.

PUBLICATIONS

- 20 The publications of the corporation are issued in the "Amtsblatt zur Wiener Zeitung".
- 20 Shareholders decision of November 11, 1997 014
Transformation of Franz Haas Waffelmaschinen-Industriegesellschaft m.b.H
(FN 116891 z)
into a corporation pursuant to § 245 ff Corporations Act.
- 20 Statutes of November 11, 1997 015
- 20 Shareholders decision of November 11, 1997 016

PATENT

REEL: 9405 FRAME: 0730

Authorization of management board pursuant to § 169 Corporations Act for the increase of the capital until December 31, 2002 by a maximum of ATS 20,000.000,- to ATS 100.000.000,--.

MANAGEMENT BOARD

- C Josef Haas, born November 7, 1940
20 represents the corporation since December 16, 1997 together with another member of the management or a "Gesamtprokurist"
- D Ing Johann Haas, born July 3, 1945
20 represents the corporation since December 16, 1997 together with another member of the management or a "Gesamtprokurist"
- X Mag. Christine Seidl, born July 3, 1963
20 represents the corporation since December 16, 1997 together with another member of the management or a "Gesamtprokurist"

PROKURIST (statutory power of representation)

- E Ing Friedrich Peter Wimmer, born September 25, 1943
20 represents the corporation since December 16, 1997 together with another member of the management or a "Gesamtprokurist"
- F Richard Salomon, born October 14, 1942
20 represents the corporation since December 16, 1997 together with another member of the management or a "Gesamtprokurist"
- H Dipl-Ing Erich Koletnik, born December 17, 1950
20 represents the corporation since December 16, 1997 together with another member of the management or a "Gesamtprokurist"
- N Dkfm Leo Bernhart, born April 12, 1944
20 represents the corporation since December 16, 1997 together with another member of the management or a "Gesamtprokurist"

SUPERVISORY BOARD

- A KR Ing Franz Haas, born September 24, 1911
20 member
- B Maria Haas, born October 11, 1910
1 member
- O DDr. Walter Barfuß, born February 1, 1937
6 chairman
- P Dipl.Ing.Dr. Herbert Braun, born July 15, 1947
20 deputy chairman
- Q Franz Mayer, born June 17, 1948
6 member
- U Erich Mukarovsky, born June 30, 1949
16 member

-----LIST OF PERSONS -----

- 1 A KR Ing Franz Haas, born September 24, 1911
- 1 B Maria Haas, born October 11, 1910
- 1 C Josef Haas, born November 7, 1940
- 1 D Ing Johann Haas, born July 3, 1945
- 11 E Ing Friedrich Peter Wimmer, born September 25, 1943
- 11 F Richard Salomon, born October 14, 1942
- 1 H Dipl-Ing Erich Koletnik, born December 17, 1950
- 2 N Dkfm Leo Bernhart, born April 12, 1944
- 6 O DDr. Walter Barfuß, born February 1, 1937
- 6 P Dipl.Ing.Dr. Herbert Braun, born July 15, 1947

PATENT

REEL: 9405 FRAME: 0731

Page 3

- 6 Q Franz Mayer, born June 17, 1948
- 16 U Erich Mukarovsky, born June 30, 1949
- 20 X Mag. Christine Seidl, born July 3, 1963

-----SUMMARY OF EXECUTED REGISTRATIONS-----
Commercial Court Vienna

- 1 registered on September 13, 1994 case no.: 905 Fr 2899/94 v
first registration pursuant to Art. XXIII para 4 Company Register Act
- 2 first registration completed on September 13, 1994 case no.: 905 Fr 2900/94 w
transfer into the EDP-Company Register
- 3 registration on October 13, 1994 case no.: 702 Fr 13142/94 p
file for change received on October 7, 1994
- 6 registration on January 28, 1995 case no.: 702 Fr 697/95 x
file for change received on January 24, 1995
- 11 registration on December 30, 1997 case no.: 702 Fr 13575/95 i
file for change received on December 28, 1995
- 16 registration on March 28, 1997 case no.: 72 Fr 2694/97 v
file for change received on March 26, 1997
- 17 registration on November 11, 1997 case no.: 72 Fr 10782/97 m
file for change received on October 9, 1997
- 20 registration on December 16, 1997 case no.: 72 Fr 12038/97 i
file for change received on November 19, 1997

***** END*****Date of request: March 2, 1998
made via BTX