

08-10-1998



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RECORDATION UNIT
TRADEMARKS ONLY

EET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

FORM PTO-1584
(Rev. 8-93)
CLASS No. 0651-0011 (exp. 4/94)

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):

X Western Boxed Meats Distributors, Inc.
2401 NE Argyle
Portland, OR 97208

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

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

3. Nature of conveyance:

- X Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: February 27, 1998

2. Name and address of receiving party(ies)

X Name: Western Pride Meats, Inc.

Internal Address: Attn: David Allen, Jr.

Street Address: 2401 NE Argyle

City: Portland, State: OR ZIP: 97208

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Oregon
- 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 patent number(s):

X A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1460248

Additional numbers attached? Yes No

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

Name: Federal Reserve Corp

Internal Address:

Street Address: 400 Seventh St NW

Suite 101

City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: 1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

08/11/1998 DNGUYEN 00000018 1460248

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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.

Sharon M. Goodman
Name of Person Signing

X *Sharon M. Goodman*
Signature

7/29/98

Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK

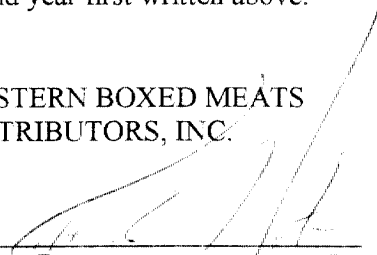
REEL: 1765 FRAME: 0546

TRANSFER AGREEMENT

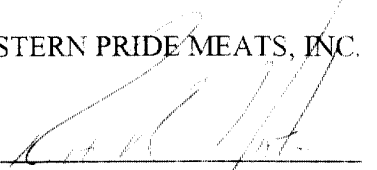
This agreement, made as of the 27th day of February, 1998, by and between Western Boxed Meats Distributors, Inc., an Oregon corporation ("Western Boxed Meats") and Western Pride Meats, Inc., an Oregon corporation ("Western Pride Meats"). In consideration of \$10.00, Western Boxed Meats hereby grants to Western Pride Meats a transfer in the CATTLE LAND trademark (the "Trademark") owned by Western Boxed Meats. Each party executing this transfer agrees to execute and deliver any and all necessary documents in connection with the registration of the transfer of the Trademark with the United States Patent and Trademark Office. This transfer shall be effective until terminated by the mutual agreement of Western Boxed Meats and Western Pride Meats.

IN WITNESS WHEREOF, Western Boxed Meats and Western Pride Meats have executed this transfer as of the day and year first written above.

WESTERN BOXED MEATS
DISTRIBUTORS, INC.

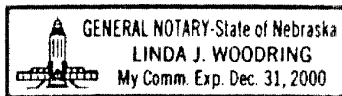
By: 
Name: Robert R. Norton, Jr.
Title: Chairman and CEO

WESTERN PRIDE MEATS, INC.

By: 
Name: Robert R. Norton, Jr.
Title: Chairman and CEO

STATE OF Nebraska)
)
COUNTY OF Douglas) SS

On the 4th day of March, 1998 before me appeared the person executing the foregoing instrument, as proved to me to be on the basis of satisfactory evidence the person described in and who executed the foregoing instrument as an officer of WESTERN BOXED MEATS DISTRIBUTORS, INC. the corporation signatory to such instrument, who being by me duly sworn, did depose and say that he is an officer of said corporation described in and which executed the foregoing instrument; that said instrument is signed on behalf of such corporation; and that he acknowledged said instrument to be the free act and deed of said corporation.

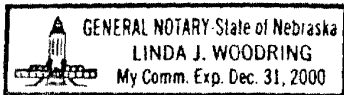


Linda J. Woodring
Notary Public

[SEAL]

STATE OF Nebraska)
)
COUNTY OF Douglas) ss

On the 4th day of March, 1998 before me appeared the person executing the foregoing instrument, as proved to me to be on the basis of satisfactory evidence the person described in and who executed the foregoing instrument as an officer of WESTERN PRIDE MEATS, INC. the corporation signatory to such instrument, who being by me duly sworn, did depose and say that he is an officer of said corporation described in and which executed the foregoing instrument; that said instrument is signed on behalf of such corporation; and that he acknowledged said instrument to be the free act and deed of said corporation.



Linda J. Woodring
Notary Public

[SEAL]

LICENSE AGREEMENT

This agreement, made as of the 27th day of February, 1998, by and between Western Pride Meats, Inc., an Oregon corporation ("Western Pride Meats"), and Western Boxed Meats Distributors, Inc., an Oregon corporation ("Western Boxed Meats"). Western Pride Meats hereby grants to Western Boxed Meats a non-exclusive, transferrable license to use the **CATTLE LAND** trademark owned by Western Pride Meats (the "Trademark"). This license shall be effective until terminated by the mutual agreement of Western Pride Meats and Western Boxed Meats.

IN WITNESS WHEREOF, Western Pride Meats and Western Boxed Meats have executed this license as of the day and year first written above.

WESTERN PRIDE MEATS, INC.

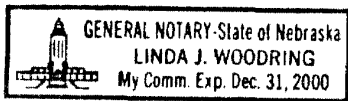
By: [Signature]
Name: Robert R. Naton, Jr.
Title: Chairman and CEO

WESTERN BOXED MEATS
DISTRIBUTORS, INC.

By: [Signature]
Name: Robert R. Naton, Jr.
Title: Chairman and CEO

STATE OF Nebraska)
)
COUNTY OF Douglas) ss

On the 4th day of March 1998 before me appeared the person executing the foregoing instrument, as proved to me to be on the basis of satisfactory evidence the person described in and who executed the foregoing instrument as an officer of WESTERN BOXED MEATS DISTRIBUTORS, INC. the corporation signatory to such instrument, who being by me duly sworn, did depose and say that he is an officer of said corporation described in and which executed the foregoing instrument; that said instrument is signed on behalf of such corporation; and that he acknowledged said instrument to be the free act and deed of said corporation.

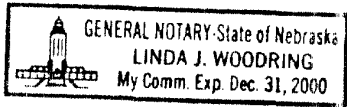


Linda J. Woodring
Notary Public

[SEAL]

STATE OF Nebraska)
)
COUNTY OF Douglas) ss

On the 4th day of March, 1998 before me appeared the person executing the foregoing instrument, as proved to me to be on the basis of satisfactory evidence the person described in and who executed the foregoing instrument as an officer of WESTERN PRIDE MEATS, INC. the corporation signatory to such instrument, who being by me duly sworn, did depose and say that he is an officer of said corporation described in and which executed the foregoing instrument; that said instrument is signed on behalf of such corporation; and that he acknowledged said instrument to be the free act and deed of said corporation.



Linda J. Woodring

Notary Public

[SEAL]