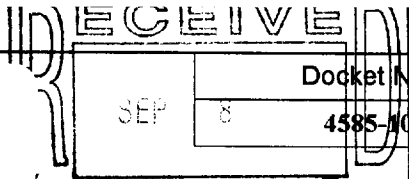


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09-28-1998



Tab settings

To the Honorable Commissioner of Patent

100839793

Attached original documents or copy thereof.

1. Name of conveying party(ies):

AVOSET FOOD CORPORATION

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

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

3. Nature of conveyance:

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

Execution Date: August 26, 1998

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

Name: THE MORNINGSTAR FOODS INC.

Internal Address:

Street Address: 5956 Sherry Lane, Suite 1100

City: Dallas State: TX ZIP: 75225

- 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 numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

385,631 911291
1088836 1017501
538676

Additional numbers attached? Yes No

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

Name: M. John Carson

Internal Address: FULBRIGHT & JAWORSKI L.L.P.

Street Address: 865 S. Figueroa Street, 29th Floor

City: Los Angeles State: CA ZIP: 90017

6. Total number of applications and registrations involved:.....

5

7. Total fee (37 CFR 3.41):.....\$ \$140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-0337

09/23/1998 DNGUYEN 00000179 500337 385631

DO NOT USE THIS SPACE

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02 FC:482 100.00 CH

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.

M. John Carson

Name of Person Signing

M. John Carson
Signature

9/4/98
Date

Total number of pages including cover sheet, attachments, and documents

4

CONFIRMATORY ASSIGNMENT

WHEREAS, AVOSET FOOD CORPORATION, a Delaware corporation, located and doing business at 5956 Sherry Lane, Suite 1100, Dallas, Texas 75225, is the owner of the entire right, title and interest in and to the trademarks set forth in the attached Schedule A and is the owner of United States trademark registrations and applications for said marks;

WHEREAS, ~~THE MORNINGSTAR GROUP~~ ^{FOODS} ~~INC.~~ ^{GROUP}, a Delaware corporation, located and doing business at 5956 Sherry Lane, Dallas, Texas 75225, is desirous of acquiring the entire right, title and interest in and to the marks set forth in Schedule A, the goodwill appurtenant to said marks and the United States trademark registrations and applications therefor;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, AVOSET FOOD CORPORATION does hereby confirm that it has assigned and does hereby sell, assign and transfer and set over to ~~THE MORNINGSTAR GROUP~~ ^{FOODS} ~~INC.~~ ^{GROUP} the entire right, title and interest in, and to said Trademarks and the goodwill of the business associated therewith, in the United States and throughout the world, and in and to any registrations which may be granted and issued therefor, and in and to any and all international priority rights associated therewith and all causes of action; and AVOSET FOOD CORPORATION further agrees to sign all papers and perform all acts, without any further consideration but at no cost or expense to AVOSET FOOD CORPORATION, as said ~~THE MORNINGSTAR GROUP~~ ^{FOODS} ~~INC.~~ ^{GROUP} may deem

necessary to make this Assignment fully effective, including the execution of any and all United States and foreign applications, and the Commissioner of Patents and Trademarks is requested to record this Assignment.

AVOSET FOOD CORPORATION

By Michelle P Gotsky Dated: August 26, 1998

~~THE~~ MORNINGSTAR ^{FOODS} ~~GROUP~~ INC.

By Michelle P Gotsky Dated: August 26, 1998

SCHEDULE "A"

<u>MARK</u>	<u>REG./APPL. NO.</u>	<u>CLASS</u>
AVOSET	385,631	29
POUR N' WHIP	1088836	29
QWIP	538676	29
QWIP	911291	29
SECOND NATURE	1017501	29