

02-03-1999

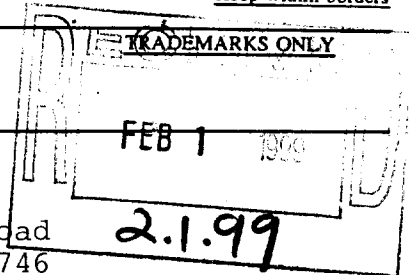
TRADEMARKS ONLY

2-1-99



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I Trademarks copy thereof.



1. Name of Party(ies) conveying an interest: Sunnyland Refining Company, Incorporated (Name To Be Changed to SRCI Realty Corp.)

Name: Ventura Foods, LLC receiving an interest: Address: 14840 East Don Julian Road City of Industry, CA 91746

Entity:

Entity:

- [] Individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation-State Alabama [] Other

- [] Individual(s) [] Association [] Corporation-State [] General Partnership [] Limited Partnership [X] Other Limited Liability Company

Citizenship Delaware

3. Interest Conveyed:

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

If not domiciled in the United States, a domestic representative designation is attached:

- [] Yes [X] No

(The attached document must not be an assignment)

4. Application number(s) or registration number(s). Additional sheet attached? [] Yes [X] No

A. Trademark Application No.(s) 75/446981

B. Trademark Registration No.(s) RN 1,511,910 RN 1,670,395 RN 1,233,788 RN 1,951,407 RN 1,632,764 RN 1,199,722 RN 1,874,018 RN 1,278,171 RN 2,187,736

5. Please mail documents back to: Calendar/Docketing Dept. Pillsbury Madison & Sutro LLP Post Office Box 7880 San Francisco, CA 94120

6. Number of applications and registrations involved: 10

7. Amount of fee enclosed: \$265.00

8. If above amount is missing or inadequate, charge deficiency to our Deposit Account No. 03-3975 under Order No. 83122 /0253734/LCG/KDM C# M#

02/02/1999 DNGUYEN 00000215 1511910

DO NOT USE THIS SPACE

01 FC:481 40.00 DP 02 FC:482 225.00 DP

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.

Signature of Laura C. Gustafson

Total number of pages including cover sheet, attachments and document. (excluding duplicate cover sheet)

4

Attorney: Laura C. Gustafson Date: 1-27-99 Atty/Sec:

Tel: (415) 983-6318 Fax: (415) 983-1200

SCHEDULE A

<u>TRADEMARK</u>	<u>REGISTRATION #</u>	<u>REGISTRATION DATE</u>
Sunnyland	1,511,910	11/08/88
Sunnyland	1,951,407	01/23/96
Sun Glow	1,874,018	01/17/95
Delight & Design	1,670,395	12/31/91
Sungold	1,632,764	01/22/91
Fyne Fry	1,278,171	05/15/84
Sunny Fry	1,233,788	04/05/83
Suntex	1,199,722	06/29/82
Sunburst Logo	2,187,736	09/08/98

TRADEMARK APPLICATION

Delight	Application Serial No. 75/446,981	Filed 03/04/98
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UNREGISTERED TRADEMARKS

Country Patties

COPYRIGHT

Spread	No. VA 210,571	Recorded 12/16/85
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ASSIGNMENT OF MARKS AND REGISTRATIONS

STATE OF NEW YORK }
 } SS.:
COUNTY OF NEW YORK }

WHEREAS, Sunnyland Refining Company, Incorporated ("Assignor"), an Alabama corporation, (name to be changed to SRCI Realty Corp.) having offices in care of Kane-Miller Corp., 555 White Plains Road, Tarrytown, New York, 10591, has adopted, used and is the owner of the trademarks, trademark registrations, and application for trademark registration therefor, and is the owner of the copyright, in the United States Patent and Trademark Office and Copyright Office, respectively, which were registered under the Registration Numbers or applied for under the application serial number on the dates set forth in Schedule A attached hereto and made a part hereof ("Marks"); and

WHEREAS, Ventura Foods, LLC, ("Assignee"), a Delaware limited liability company, having offices at 14840 East Don Julian Road, City of Industry, California 91746, is desirous of acquiring the Marks, and the trademark registrations therefor and the application for trademark registration and copyright, and that part of the good will of the business of Assignor connected with the use of and symbolized by the Marks.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Sunnyland Refining Company, Incorporated as Assignor, in connection with that certain Asset Purchase Agreement dated as of November 24, 1998, by and between Assignor, as Seller, and Assignee, as Buyer, as amended, does hereby assign unto Ventura Foods, LLC, as Assignee, all of its right, title and interest in and to the Marks, the trademark registrations therefor, the application for trademark registration and the copyright set forth in Schedule A hereto, together with the good will of the business of Assignor connected with the use of, and symbolized by, such Marks, this Assignment to be effective from the date of execution hereof.

Assignor hereby agrees, without further consideration, to sign all lawful papers and to perform all other lawful acts which the Assignee may request, and to promptly execute all other documents necessary to effect the intent of this Assignment.

This assignment shall be binding upon Assignor, and its successors and assigns, and inure to the benefit of the Assignee, and its successors and assigns.

IN WITNESS WHEREOF, Assignor has executed this instrument by its duly authorized officer this 11th day of January, 1999.

Sunnyland Refining Company,
Incorporated (name to be
changed to SRCI Realty Corp.)

BY: 
(Print) Name: Harold Oelbaum
Officer: Vice President

Subscribed and sworn to
before me this 11th day
of January, 1999



Notary Public

SHELDON BASCH
Notary Public, State of New York
No. 02BA0182480
Qualified in Westchester County
Commission Expires **May** 31, 1999