

TRADEMARK ASSIGNMENT

Whereas, TriFoods International, Inc., a Delaware corporation, having an office at 153 Searles Road, Pomfret Center, Connecticut 06259 (herein "ASSIGNOR"), is the owner of all worldwide common law and registered right, title and interest in and to the following trademarks and the United States registrations herein identified (said marks and registrations hereinafter collectively referred to as "THE MARKS"):

| <u>Trademark</u> | <u>Registration No.</u> | <u>Registration Date</u> |
|--------------------------------------|-------------------------|--------------------------|
| STEAK-UMM | 1,033,176 | 2/10/76 |
| STEAK-UMM | 1,116,446 | 4/10/79 |
| SPARE THE RIBS | 1,581,762 | 2/6/90 |
| TRIFOODS | 1,998,686 | 9/3/96 |
| RED L and Design | 2,107,302 | 10/21/97 |
| TRIFOODS and Design | 2,103,496 | 10/7/97 |
| SANDWICH TO GO | 2,042,362 | 3/4/97 |
| TRIFOODS INTERNATIONAL and Design | | |
| TFI and Design | | |

Whereas, The Steak-Umm Company, L.L.C., a Delaware limited liability company, having an office at 135 Technology Drive, Fifth Floor, Southpointe, Canonsburg, Pennsylvania 15317 (herein "ASSIGNEE"), is desirous of acquiring all worldwide right, title and interest in THE MARKS and the goodwill associated therewith.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and in accordance with its obligations under the Asset Purchase Agreement dated January 21, 1998, said ASSIGNOR does hereby assign unto said

ASSIGNEE all worldwide right, title and interest in and to THE MARKS together with the goodwill of the business symbolized by THE MARKS.

TRIFOODS INTERNATIONAL, INC.

By Richard A Heller

Title President and Chief Executive Officer

Date January 21, 1998

State of ILLINOIS :
: SS:
County of COOK :

Before me, a Notary Public in and for the said County and State, personally appeared Richard A. Heller, who acknowledged that he/she is the person who executed the foregoing Assignment and acknowledged it to be his/her free and voluntary act and deed.

Witness my hand and notarial seal this 21st day of January, 1998.



Theresa M. Carmody
Notary Public

(NOTARY SEAL)

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