

03-19-1999

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the attached original documents or copy thereof.

1. Name of conveying party(ies):

Darlington Farms, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: January 22, 1999

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

Name: Darlington Farms L.L.C.

Internal Address: P.O. Box 9216

Street Address: 3925 Dalman Road

City: Fort Wayne State: IN ZIP: 46899

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State \_\_\_\_\_
- Other Delaware Limited Liability Company

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 number(s):

A. Trademark Application No.(s)

B. Trademark registration number(s)

1,249,190

1,658,408



03-03-1999

U.S. Patent & TMO/c/TM Mail Rpt Dt: #64

Additional numbers attached?  Yes  No

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

Name: Tanya Curtis, Esq.

Internal Address: Katten Muchin & Zavis

Suite 1600

Street Address: 525 West Monroe Street

City: Chicago State: IL ZIP: 60661-3693

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

2

7. Total fee (37 CFR 3.41):..... \$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

03/19/1999 DNGUYEN 00000017 1249190

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01 FC:481 40.00 OP  
02 FC:482 25.00 OP

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.

Deborah A. Wing  
Name of Person Signing

[Signature]  
Signature

3/3/99  
Date

Total number of pages comprising cover sheet:

1

ASSIGNMENT OF REGISTERED TRADEMARKS

This Assignment is made this 22 day of January, 1999 by Darlington Farms, Inc., an Indiana corporation, located and doing business at 3925 Dalman Road, Post Office Box 9216, Fort Wayne, Indiana 46899 ("Assignor") to Darlington Farms LLC, a Delaware limited liability company having a place of business at 3925 Dalman Road, Post Office Box 9216, Fort Wayne, Indiana 46899 ("Assignee").

WHEREAS, Assignor has adopted and used and currently is using in its business, in the United States, various trademarks identified in Schedule A hereto (the "Registered Marks"); and

WHEREAS, Assignor's sole shareholders, Brian Ellis and Robin Huffine-Schaffer adopted an Asset Purchase Agreement ("APA") on December 31, 1998, pursuant to which Assignor shall assign to Assignee (f/k/a Darlington Acquisition, L.L.C.) the entire right, title and interest in and to the Registered Marks, together with the goodwill of the business connected with the use of and symbolized by the Registered Marks; and

WHEREAS, Assignee wishes to acquire the entire right, title and interest in and to the Registered Marks, together with the goodwill of the business connected with the use of and symbolized by the Registered Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee its entire right, title, and interest in and to the Registered Marks, together with the goodwill of the business connected with the use of and symbolized by the Registered Marks and the registrations thereof, and any right to sue and recover for any past infringements of the Registered Marks.

FURTHER, Assignor agrees to execute promptly after its execution hereof, such further instruments, documents or assignments as may be reasonably necessary to effectuate the purposes of this transaction and/or as may be reasonably necessary for Assignee to consolidate, vest and record Assignee's rights in and to the Registered Marks.

IN WITNESS WHEREOF, the Assignor has executed this instrument.

Dated: January 22, 1999

DARLINGTON FARMS, INC.

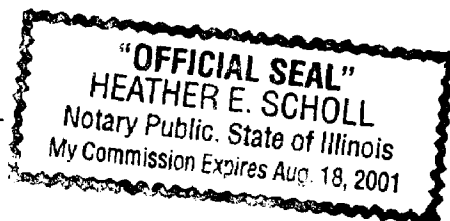
By: [Signature]

Name: BRIAN L ELLIS

Title: PRESIDENT

SUBSCRIBED AND SWORN TO before me this 22 day of January, 1999

[Signature]  
Notary Public



**SCHEDULE A**

**REGISTERED TRADEMARKS**

<u>Serial No.</u> <u>Filing Date</u>	<u>Registration No.</u> <u>Issue Date</u>	<u>Mark</u>
73/324,120 8/17/81	1,249,190 8/23/83	Darlington Farms
74/096,268 9/12/90	1,658,408 9/24/91	Design - Milk can