

RECORDER
TRA

06-10-1999



101060358

original documents or copy thereof

of receiving party(ies)

1. Name of conveying party(ies):
Alternate Choice Foods, Inc.
(Nebraska corporation)
2424 South Locust Street (suite C)
Grand Island, Nebraska 68801

MAY 7 1999

Name: WESTIN, INC.

Internal Address: 11808 West Center Street

Street Address: 11808 West Center Street

City: Omaha State: NEBR ZIP: 68144-4397

- Individual(s)
 - Association
 - General Partnership
 - Limited Partnership
 - Corporation-State (Nebraska)
 - Other
- Additional name(s) of conveying party(ies) attached? Yes No

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State (Nebraska corporation)
- 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: December 4, 1998

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,841,947 (June 28, 1994);
and
2,187,084 (Sept. 8, 1998)

Additional numbers attached? Yes No

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

Name: George Nimmer, Attorney-at-Law

Internal Address: 1613 Farnam Street (suite #514)

Street Address: 1613 Farnam Street (#514)

City: Omaha State: NE ZIP: 68102-2105

6. Total number of applications and registrations involved: 2

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

Enclosed *check # 2667 (\$65.00)*

Authorized to be charged to deposit account

8. Deposit account number:

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

DO NOT USE THIS SPACE

06/09/1999 DNGUYEN 00000352 1841947

01 FC:481 40.00 OP
02 SA:183 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.

George R. Nimmer, Attorney
Name of Person Signing

George R. Nimmer
Signature

May, 1999

Date

Total number of pages including cover sheet, attachments, and document: 3

TRADEMARK ASSIGNMENT

WHEREAS, ALTERNATE CHOICE FOODS, INC., a Nebraska corporation having its office and principle place of business at 2424 South Locust Street, Suite C, Grand Island, Nebraska 68801 (herein referred to as "Assignor") is the owner of the trademarks "ALTERNATE CHOICE" (Federal Certificate of Registration #1,841,947, June 28, 1994) and "PHOENIX" (Federal Certificate of Registration #2,187,084, September 8, 1998); and

WHEREAS, WESTIN, INC., a Nebraska corporation located at 11808 West Center Road, Omaha, Nebraska 68144 (herein referred to as "Assignee"), desires to acquire said trademarks;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the ASSIGNOR does hereby sell, assign, transfer and set over unto the ASSIGNEE all of the right, title and interest of the ASSIGNOR in and to said trademarks, together with all registrations and the goodwill of the business symbolized by said trademarks and all rights of action accrued, accruing and to accrue under and by virtue thereof, including the right to sue and otherwise recover for past infringement and to receive all damages, payments, costs and fees associated therewith. ASSIGNOR agrees to take any and all further reasonable actions requested by ASSIGNEE in order to fully vest the right, title and interest being conveyed to ASSIGNEE pursuant to this Assignment.

IN WITNESS WHEREOF, ASSIGNOR has executed this Trademark Assignment, this 4th day of December 1998.

ASSIGNOR:

ALTERNATE CHOICE FOODS, INC., A
Nebraska Corporation

By


Ernest J. Peterson, President

L. SEAL.