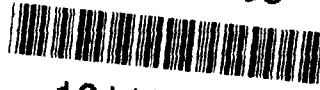


MRP
10-4-99

10-07-1999



101163851

OCT 4

TO: The Commissioner of Patents and Trademarks: Please record the attached document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
5/24/96

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation Association

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

10/06/1999 DNGUYEN - 00000050 74572755

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 350.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)



Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="74/572,755"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,214,226"/>	<input type="text" value="1,511,104"/>	<input type="text" value="994,442"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,474,332"/>	<input type="text" value="509,866"/>	<input type="text" value="999,795"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,473,362"/>	<input type="text" value="277,037"/>	<input type="text" value="1,459,387"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed

Deposit Account

Deposit Account

(any deficiency)

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

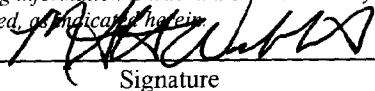
Yes No

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. Charges to deposit account are authorized, as indicated herein.

Mark H. Webbink

Name of Person Signing



Signature

9/30/99

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party **Mark if additional names of conveying parties attached**
Enter Additional Conveying Party

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organizaiton

Receiving Party **Mark if additional names of receiving parties attached**
Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3) City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

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Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	244,196	772,459	646,193
<input type="text"/>	<input type="text"/>	<input type="text"/>	243,844	189,207	616,936
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,673,564	657,227	256,962
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,525,297	355,649	568,687
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,008,448	188,704	657,227
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,122,494	348,287	868,236

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party **Mark if additional names of conveying parties attached**
Enter Additional Conveying Party

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Month Day Year

Name

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Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	1,459,387	249,772	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,265,174	255,086	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,268,696	1,545,489	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	41,402	741,698	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	133,799	1,265,864	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	545,508	<input type="text"/>	<input type="text"/>

TERMINATION OF A SECURITY INTEREST IN TRADEMARKS

WHEREAS, Stokely USA, Inc. ("Stokely") has granted a security interest in all of Stokely's trademarks, including without limitation, those identified on the attached Exhibit A, pursuant to a certain Trademark Security Agreement dated as of May 21, 1996 ("Trademark Security Agreement") in favor of Congress Financial Corporation (Central) ("Congress");

WHEREAS, Congress filed the Trademark Security Agreement in the trademark registers of the U.S. Patent and Trademark Office at Reel 1472 Frame 0570 on May 24, 1996, to evidence Stokely's assignment to Congress of its rights under the Trademark Security Agreement with respect to Stokely's trademarks; and

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Congress hereby desires to cancel and terminate the Trademark Security Agreement, declare the same null and void, of no further force and effect, and further cancels Congress' entire interest in Stokely's trademarks described in the Trademark Security Agreement.

IN WITNESS WHEREOF, Congress has caused this Termination of a Security Interest in Trademarks to be duly executed at of this 23rd day of September, 1999.

Dated this 23rd day of September, 1999.

CONGRESS FINANCIAL
CORPORATION (CENTRAL)

By: Thomas C. Lannon
Name: Thomas C. Lannon
Its: Vice President

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

Thomas C. Lannon Personally came before me this 23rd day of September, 1999,
Thomas C. Lannon, to me known to be the person who executed the
foregoing instrument, and to me known as the Vice President of Congress Financial
Corporation (Central), and acknowledged that he executed the foregoing instrument as an officer
of said company by its authority.

(Notarial Seal)

Meredith A. Parsons

Meredith A. Parsons

(Print or Type Name)



Notary Public, County of Cook

State of Illinois

My commission expires 03/12/2002

TO TRADEMARK SECURITY AGREEMENT

REGISTERED TRADEMARKS
AND TRADEMARK APPLICATIONS

FEDERAL TRADEMARK REGISTRATIONS

<u>MARKS</u>	<u>REG. NO.</u>	<u>GRANTED</u>
The Cannery	1214226	10/26/82
Newport	1474332	01/26/88
School Days	1473362	01/19/88
Our Favorite	1511104	11/01/88
Shellie	509866	05/17/49
Stokely's Finest & Design	277037	11/04/30
Stokely's	994442	10/01/74
Stokely's Finest	999795	12/17/74
Singles*	1459387	09/29/87
Little Nap	244196	07/17/28
Hart	243844	07/03/28
Fixins'	1673564	01/28/92
Fort Howard	1525297	01/02/90
Singles	1008448	04/08/75
Econo Brand	1122494	07/17/79
Butterland	772459	06/30/64
Teenie Weenie	189207	09/16/24
Chef's Best	657227	01/14/58
Buddie	355649	03/22/58
Buddie	188704	09/02/24
Miss Wisconsin	348287	07/20/57

MARKS	REG. NO.	GRANTED
Honey Dew	646193	05/28/57
Chef's Best	616936	11/29/55
LaBelle	256962	
Big Sweets	568687	
Chef's Best	657227	
Dinner King	868236	
Singles	1459387	
Oconomowoc	1265174	01/24/84
Food For Thought	1268696	02/28/84
♥ (Heart)	41402	11/03/03
Hart	133799	08/03/20
Daisy Fresh	545508	07/24/51
Pee-Wee	249772	11/20/28
Tiny Tad	255086	04/16/29
Stokely's Gold	Ser. No.74/572/755	Filed 09/12/94
Stokely's Traditional	1545489	
Meeters	741698	
Mrs. Grimes	1265864	

COMMON LAW MARKS AND TRADE NAMES

Oconomowoc Canning
Oconomowoc Canning Company
Ackley Food Processing Company

**REGISTERED STATE TRADEMARKS
AND TRADEMARK APPLICATIONS**

NONE

**REGISTERED FOREIGN TRADEMARKS
AND TRADEMARK APPLICATIONS**

<u>COUNTRY</u>	<u>MARKS</u>	<u>REG. NO.</u>
Canada	Teenie Weenie	114,097
Mexico	Stokely's	399357
	Stokely's Finest	399207
	Stokely's Finest & Design	400100

TRADEMARK LICENSES

<u>LICENSEE</u>	<u>MARKS</u>	<u>TERM</u>
1. Mason County Fruit Packers Cooperative, Inc.	Stokely's Stokely's Finest	Reg. No. 994,422 Reg. No. 277,037 999,795
2. Red Gold, Inc.	Stokely's Stokely's Finest	Reg. No. 994,422 Reg. No. 277,037 999,795
3. Foster Canning, Inc.	Stokely's Stokely's Finest	Reg. No. 994,422 Reg. No. 277,037 999,795
4. Packer Foods, Inc.	Stokely's Stokely's Finest	Reg. No. 994,422 Reg. No. 277,037 999,795
		Subject to termination on 90-180 day notice