

ASSIGNMENT OF TRADEMARK REGISTRATION

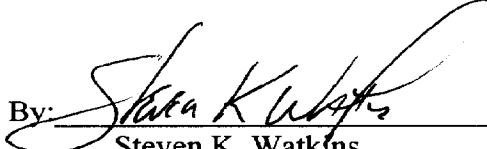
WHEREAS, Orion Enterprises, Inc., a corporation organized under the laws of the state of South Dakota, with its principal office and place of business at 2930 West Maple Street, Sioux Falls, South Dakota (hereinafter referred to as "Assignor"), is the registered owner of the mark ORION which is registered in the United States Patent and Trademark Office under the registration number 1,581,808; and

WHEREAS, Orion Food Systems, Inc., a corporation organized under the laws of the state of South Dakota, with its principal office and place of business at P.O. Box 780, Sioux Falls, South Dakota (hereinafter referred to as "Assignee"), is desirous of acquiring said mark and the goodwill of the business of Assignor connected with the use and symbolized by said mark;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign and transfer unto the said Assignee all right, title and interest in and to the said mark, together with the goodwill of the business symbolized by the mark, and the registration thereof effective as of January 2, 1996.

ORION ENTERPRISES, INC.

DATE: 1/21/00

By: 
Steven K. Watkins
Vice President

STATE OF SOUTH DAKOTA)
)
COUNTY OF MINNEHAHA)

On this 21st day of January, 2000, before me appeared Steven K. Watkins, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of Orion Enterprises, Inc., with authority to do so.


Notary Public

Lisa Steinhouse
My Commission Expires Sept. 7, 2001