

CONFIRMATORY ASSIGNMENT OF TRADEMARKS

WHEREAS, pursuant to the closing effective December 29, 1999 (the "*Closing*") contemplated by an Asset Purchase Agreement dated effective December 1, 1999 (the "*Purchase Agreement*") Pascal Enterprises, Inc., a Texas corporation with its principal place of business at 2621 State Street, Dallas, Texas 75204 ("*Assignee*"), acquired from Jacob Stern & Sons, Inc., a Pennsylvania corporation, with offices at 10700 Hanford-Armona Road, Hanford, California 93230 ("*Assignor*"), all right, title and interest in and to the trademarks and registration listed on Schedule I hereto, and all other registration and applications related thereto (hereinafter, the "*Trademarks*"), together with the goodwill of the business symbolized by the Trademarks; and

WHEREAS, pursuant to the Purchase Agreement, Assignor has agreed to assign to Assignee all of the right, title and interest in and to the Trademarks;

WHEREAS, Assignor intends that all goodwill of the business symbolized by the Trademarks be assigned pursuant to the Agreement, and agreed that such goodwill was in fact part of the assignment; and

WHEREAS, Assignor and Assignee wish to confirm that effective as of the Closing, Assignee will acquire the entire right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

1. Effective as of the Closing, Assignor does hereby assign, sell, transfer, convey and grant to Assignee, its successors and assigns, the entire right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks, including the right to apply for all renewals with respect to the Trademarks, from the effective date hereof, the same to be held and enjoyed by Assignee, its successors and assigns to the same extent that it would have been held and enjoyed by Assignor if this Confirmatory Assignment of Trademarks had not been made.

2. Assignor does hereby authorize the United States Commissioner of Patents and Trademarks to register the Trademarks in the name of Assignee, its successors and assigns, in accordance with this Confirmatory Assignment of Trademarks.

IN WITNESS WHEREOF, this assignment has been executed effective as of this 29th day of December, 1999.

PASCAL ENTERPRISES, INC., a Texas corporation

By: _____
Name: _____
Title: _____

JACOB STERN & SONS, INC., a Pennsylvania corporation

By: Jessie Weisberg
Name: JESSIE WEISBERG
Title: SECRETARY

STATE OF TEXAS)
)
COUNTY OF _____)

This instrument was acknowledged before me on _____, 1999, by _____ of PASCAL ENTERPRISES, INC., a Texas corporation, on behalf of said corporation.

Printed Name of Notary
My Commission Expires: _____

IN WITNESS WHEREOF, this assignment has been executed effective as of this 29th day of December, 1999.

PASCAL ENTERPRISES, INC., a Texas corporation

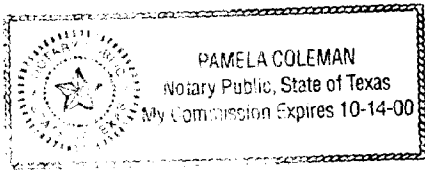
By: _____
Name: William A. Shirley, Jr.
Title: President

JACOB STERN & SONS, INC., a Pennsylvania corporation

By: _____
Name: _____
Title: _____

STATE OF TEXAS)
)
COUNTY OF DALLAS)

This instrument was acknowledged before me on December 28, 1999, by William A. Shirley, Jr., President of PASCAL ENTERPRISES, INC., a Texas corporation, on behalf of said corporation.



Pamela Coleman

PAMELA COLEMAN

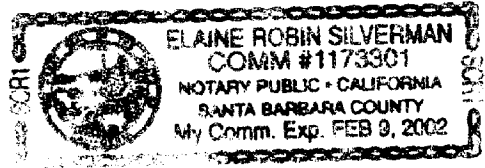
Printed Name of Notary
My Commission Expires: 10-14-00

State of California)
) ss.
County of Santa Barbara)

On December 28, 1999, 1999, before me, Elaine Robin Silverman
Notary Public in and for said County and State, personally appeared JEROME WEISBERG,
~~personally known to me~~ (or proved to me on the basis of satisfactory evidence) to be the person
whose name is subscribed to the within instrument and acknowledged to me that he executed the
same in his authorized capacity, and that by his signature on the instrument the person, or the entity
upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Elaine Robin Silverman
Signature



SCHEDULE "1"

Snow Commodities registered January 12, 1993 under registration #17459756

Unifat registered July 2, 1974 under registration #987,455

[Registrations Attached hereto as Schedule "1-A"]

SCHEDULE "1-A"

SEE ATTACHED REGISTRATIONS

The United States of America



Nº 1745975

CERTIFICATE OF REGISTRATION

This is to certify that the records of the Patent and Trademark Office show that an application was filed in said Office for registration of the Mark shown herein, a copy of said Mark and pertinent data from the Application being annexed hereto and made a part hereof,

And there having been due compliance with the requirements of the law and with the regulations prescribed by the Commissioner of Patents and Trademarks,

Upon examination, it appeared that the applicant was entitled to have said Mark registered under the Trademark Act of 1946, as amended, and the said Mark has been duly registered this day in the Patent and Trademark Office on the

PRINCIPAL REGISTER

to the registrant named herein.

This registration shall remain in force for TEN years unless sooner terminated as provided by law.

In Testimony Whereof I have hereunto set my hand and caused the seal of the Patent and Trademark Office to be affixed this twelfth day of January 1993.



Douglas S. Long
TRADEMARK

RECORDED: 02/04/2000

REEL: 002037 FRAME: 0575