

FEDERAL TRADEMARK APPLICATIONS

REGISTRANT	TRADEMARK	APPLICATION NUMBER
BERKELEY FARMS, INC.	PREMIUM PLUS	75/053,706
BERKELEY FARMS, INC.	GOLDEN STATE	75/378,963

ASSIGNMENT OF TRADEMARKS

WHEREAS, **Berkeley Farms, Inc.**, a California corporation with its principal place of business at 25500 Clawiter Road, Hayward, California 94545 (hereinafter "Assignor") is the owner of the marks, including the applications and registrations therefor, identified on Schedule A attached hereto (hereinafter "the Marks"), which have been used in connection with various goods and services;

WHEREAS, Assignor has agreed to transfer all of its right, title and interest in and to the Marks, and certain of its other intellectual property rights associated therewith, to **DTMC, Inc.**, a Delaware corporation with its principal place of business at 3600 North River Road, Franklin Park, Illinois 60131 (hereinafter "Assignee");

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all of its right, title and interest in and to each of the following:

1. All trade identity rights owned by Assignor in the Marks, including, but not limited to all trademark rights, service mark rights and trade dress rights Assignor owns in the Marks, including the applications and registrations therefor, identified in Schedule A hereto, together with the goodwill symbolized and appurtenant to each and every said trade identity.

IN WITNESS WHEREOF, this Assignment has been executed on the 20th day of April, 2000.

BERKELEY FARMS, INC.

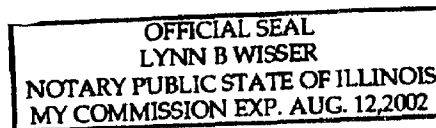
By: *Dale E. Kleber*
Dale E. Kleber, Secretary

State of Illinois)
)ss.
County of Cook)

On this 20th day of April, 2000, before me appeared Dale E. Kleber, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of Berkeley Farms, Inc.

Lynn B. Wisser
Notary Public

My Commission Expires: 8-12-02
lynn\assignment



FEDERAL TRADEMARK APPLICATIONS/REGISTRATIONS

EXHIBIT "A"

REGISTRANT	TRADEMARK	APPLICATION NUMBER	REGISTRATION NUMBER
BERKELEY FARMS, INC.	PREMIUM PLUS	75/053,706	
BERKELEY FARMS, INC.	GOLDEN STATE	75/378,963	