

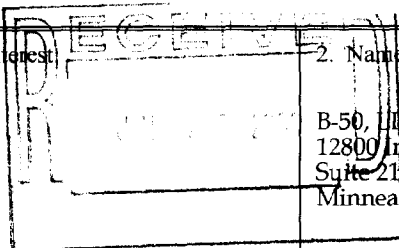


To the Honorable Comr
Please record the attach

s:
of.

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7.21.00



Name of party(ies) conveying an interest: Border Foods, Inc. 12800 Industrial Park Blvd. Suite 210 Minneapolis, MN 55441 Entity: <input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited P'Ship <input checked="" type="checkbox"/> Corporation - Minnesota <input type="checkbox"/> Other: Delaware Limited Liability Company	2. Name and Address of Party(ies) receiving an interest: B-50, LLC 12800 Industrial Park Blvd. Suite 210 Minneapolis, MN 55441 Entity: <input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited P'Ship <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Other: Delaware Limited Liability Company
3. Interest Conveyed <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Change of <input type="checkbox"/> Security Agreement Name <input type="checkbox"/> Other _____ <input type="checkbox"/> Merger	If not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (the attached document must be an assignment)
4. Application number(s) or registration number(s). A. Trademark Application No.(s): 75/783,856	Additional Sheet attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No B. Trademark Registration No.(s)
5. Name and address of party to whom correspondence concerning document should be mailed: Ryan F. Urness, Esq. Winthrop & Weinstine, P.A. 3000 Dain Rauscher Plaza 60 South 6 th Street Minneapolis, MN 55402	6. Number of applications and registrations involved: One (1) 7. Amount of fee enclosed or authorized to be charged: \$40.00 8. Deposit account number (Attach duplicate copy of this form if paying by deposit account): N/A

DO NOT USE THIS SPACE

9. Date of execution of attached document: December 28, 1999

10. I declare under penalty of perjury under the laws of the United States of America
that the foregoing is true and correct. Executed on:

Ryan F. Urness, Attorney for Applicant

July 21, 2000

MPLI: 353660-1

08/17/2000 MTHA11 00000193 75783856

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TRADEMARK ASSIGNMENT

WHEREAS, Border Foods, Inc., a Minnesota corporation, having its principal offices at 12800 Industrial Park Boulevard, Suite 210, Minneapolis, Minnesota 55441 ("Assignor"), owns the trademarks, including those identified in Schedule 1 attached hereto (collectively, the "Marks"); and

WHEREAS, B-50, LLC, a Delaware limited liability company, having its principal offices at 12800 Industrial Park Boulevard, Suite 210, Minneapolis, Minnesota 55441 ("Assignee"), desires to acquire and Assignor desires to assign to Assignee the entire right, title, and interest in and to the Marks, all registrations thereof, applications therefor, and rights associated therewith.

NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign and transfer to Assignee all of its right, title, and interest in and to the Marks, all registrations thereof, applications therefore, and rights associated therewith, together with the goodwill of the business indicated and symbolized by the Marks, along with the right to recover damages and profits for past infringements thereof.

Assignor hereby grants the firm of Winthrop & Weinstine, P.A., the power to insert on this Assignment any further identification which may be necessary or desirable in order to comply with the rules of the United States Patent and Trademark Office for recordation of this document.

IN WITNESS WHEREOF, Assignor has, by its duly authorized representative, executed this Trademark Assignment as of the date first written below.

Date: December 28, 1999

Border Foods, Inc. (Assignor)

By: *Leonard M. Newman*

Name: Leonard M. Newman

Title: Chief Financial Officer

State of Minnesota)
County of Hennepin) ss

Subscribed and sworn to before me this 28th day of December, 1999.

Katherine J. Bronczyk
Notary Public



SCHEDULE 1 TO TRADEMARK ASSIGNMENT

<u>Mark</u>	<u>Serial Number</u>	<u>Filing Date</u>
F.I.R.S.T. CONTROLLED INFORMATION and Design	75/783,856	August 25, 1999

MPL1: 319051-1