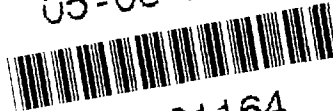


4/26/02

05-08-2002



102081164

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION TRADE

DEPARTMENT OF COMMERCE Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Butterfield Foods Company

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Minnesota, Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: April 5, 2002

2. Name and address of receiving party(ies)

Name: Tony Downs Foods

Internal Address:

Street Address: 400 North Armstrong Boulevard

City: St. James State: MN Zip: 56081

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Minnesota, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

694,983

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Schroeder & Siegfried, P.A., Brian F. Schroeder, Esq.

Internal Address:

Street Address: 222 South Ninth Street, Suite 2370

City: Mpls State: MN Zip: 55402

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Brian F. Schroeder

Name of Person Signing

Signature

4/19/02 Date

Total number of pages including cover sheet, attachments, and document: 2

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

05/07/2002 TBIAZ1 00000229 694983

01 FC:481 40.00 OP

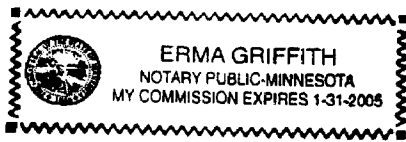
ASSIGNMENT

WHEREAS, BUTTERFIELD FOODS COMPANY, a Minnesota corporation, having its principal office at 225 Hubbard Avenue, Butterfield, Minnesota, 56120 U.S.A., has adopted and is using the following mark which is registered in the United States Patent and Trademark Office.

Registration No. 694,983, registered 03/22/1960
Application No. 72/057,530, filed 08/20/1958
for: BUTTERFIELD

WHEREAS, TONY DOWNS FOODS CO., a Minnesota corporation, having its principal office at 400 North Armstrong Boulevard, St. James, Minnesota 56081, U.S.A., is desirous of acquiring said mark and all rights therein.

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to it in hand paid by TONY DOWNS FOODS CO. and other good and valuable consideration, the receipt of which is hereby acknowledged, BUTTERFIELD FOODS COMPANY hereby sells, assigns, and transfers to TONY DOWNS FOODS CO., its successors and assigns, the entire right, title and interest, legal and equitable, in and to said mark, together with the goodwill of the business symbolized by the mark and the right to sue and recover for all past infringement of said mark, registration and application for registration thereof.



BUTTERFIELD FOODS COMPANY

By [Signature]
David Holmgren
Its: Controller

STATE OF MINNESOTA]] SS
COUNTY OF Watonwan]

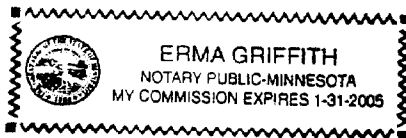
On this 5 day of April 2002, before me, a Notary Public within and for said county, personally appeared David Holmgren, to me known to be the identical person who executed the foregoing instrument, and he acknowledged to me that he executed the same as his free act and deed.

[Signature]
Notary Public

Acceptance:

The undersigned hereby agrees to the foregoing assignment and requests recording thereof in the UNITED STATES Patent and Trademark Office.

TONY DOWNS FOODS CO.



By [Signature]
Mike Downs
Its: Vice President

STATE OF MINNESOTA]] SS
COUNTY OF Watonwan]

On this 5 day of April 2002, before me, a Notary Public within and for said county, personally appeared Mike Downs, to me known to be the identical person who executed the foregoing instrument, and he acknowledged to me that he executed the same as his free act and deed.

[Signature]
Notary Public