

06-05-2002



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

TRADEMARKS 102111837

U.S. DEPARTMENT OF COMMERCE U.S. 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):

Vienna Beef Ltd.

6-3-02

- Individual(s) Association General Partnership Limited Partnership Corporation-State (Illinois) 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: 05/22/02

2. Name and address of receiving party(ies)

Name: Distinctive Foods LLC

Internal

Address:

Street Address: 654 South Wheeling Road

City: Wheeling State: IL Zip: 60099

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Limited Liability Company, Delaware

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) 1286269

1196368, 1208784

Additional number(s) attached Yes No

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

Name: Malcolm McCaleb, Jr.

Internal Address: Barack Ferrazzano Kirschbaum

Perlman & Nagelberg LLC

Street Address: 333 West Wacker Drive

Suite 2700

City: Chicago State: IL Zip: 60606

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41): \$ 90.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Malcolm McCaleb, Jr.

Name of Person Signing

Malcolm McCaleb, Jr. Signature

May 23, 2002

Date

Total number of pages including cover sheet, attachments, and document: 3

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

06/04/2002 TDIAZI 00000178 1286269

01 FC:481 40.00 OP 02 FC:482 50.00 OP

TRADEMARK REEL: 002518 FRAME: 0032

ASSIGNMENT OF TRADEMARKS

WHEREAS, Vienna Beef Ltd., an Illinois corporation, having its principal place of business at 2501 North Damen Avenue, Chicago, Illinois 60647, USA ("Assignor"), is the sole and exclusive owner of the Trademarks described in the Schedule attached hereto and made a part hereof.

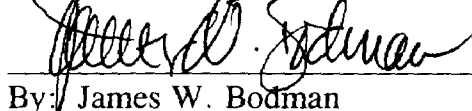
WHEREAS, Distinctive Foods LLC, a Delaware limited liability company, having its principal place of business at 654 South Wheeling Road, Wheeling, Illinois 60090, USA ("Assignee"), desires to acquire the entire right, title and interest in, to and under the said Trademarks and any registrations and applications for registration thereof.

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 are hereby acknowledged, said Assignor does hereby sell, transfer, convey and assign to said Assignee the entire right, title and interest in, to and under said Trademarks and any registrations and applications for registration thereof ("Trademarks"), together with the entire business and goodwill of the business associated with and symbolized by the Trademarks, together with all rights and privileges granted and secured thereby, including the right to sue and recover for any past infringement, said rights to be held and enjoyed by said Assignee, for its own use and benefit and for the use and benefit of its successors, assigns or other legal representatives as fully and entirely as the same would have been held and enjoyed by said Assignor if this Assignment and sale had not been made. Assignor further agrees, at Assignee's expense, to execute any and all documents and do any such further acts that shall be required in order for Assignee to secure such rights.

AND, said Assignor hereby covenants that it has full right to convey the entire interest herein assigned, along with that portion of its business which has developed the goods to which the Trademarks pertain.

IN TESTIMONY WHEREOF, Assignor has executed this Assignment by its proper officers thereunto duly authorized, this 22nd day of May, 2002, nunc pro tunc May 24, 2000.

VIENNA BEEF LTD.



By: James W. Bodman
Its: President

SCHEDULE

MARK	REG. NO.	REG. DATE
PIE PIPER	1286269	17 Jul 1984
PIE PIPER	1196368	25 May 1982
PIE PIPER	1208784	14 Sep 1982