


ASSIGNMENT OF U.S. TRADEMARKS

WHEREAS, Prefco, Inc. (Assignee), a Texas corporation, having its principal offices at 5122 Ashbrook, Houston, Texas 77081, has adopted, used, is using and is the owner of the trademarks **BUM'S FAVORITE!** **BUM PHILLIPS**, Reg. No. 2,145,625, registered March 24, 1998 and **BUM'S FINEST**, Reg. No. 2,086,928, registered August 12, 1997 in the United States Patent and Trademark Office;

WHEREAS, Prefco Corp., a Delaware corporation having its principal place of business at 650 Dundee Road, Northbrook, Il. 60062, is desirous of acquiring said marks;

Now, therefore, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee, and its successors in interest, all right, title and interest in and to said marks, together with the goodwill of the business symbolized by said marks and registrations thereof, and including all common-law and other rights in said marks, all claims, demands and causes for action, both at law and in equity, that Assignor may have, or may hereinafter acquire, on account of any infringement of said marks prior to the date hereof, and does hereby empower Assignee, and its successors in interest, to sue for and collect the same, to its and their own and absolute use.

IN WITNESS WHEREOF, the undersigned, being duly authorized and acting on behalf of Assignor, does hereby execute this assignment to take effect nunc pro tunc on the 1st day of June 1997.

PREFCO, INC.

By: THOMAS DALTON
Title: CEO, COO