

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
IBM Foods, Inc.		05/05/1995	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Overhill Farms, Inc.		
Street Address:	2727 E. Vernon Ave.		
City:	Vernon		
State/Country:	CALIFORNIA		
Postal Code:	90058		
Entity Type:	CORPORATION: NEVADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number		
Registration Number:	1228615		
CORRESPONDENCE DATA			
Fax Number:	(972)479-0464		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	9726806059		
Email:	jarnott@dalpat.com		
Correspondent Name:	Howison & Arnott, L.L.P.		
Address Line 1:	P.O. Box 741715		
Address Line 4:	Dallas, TEXAS 75374-1715		
ATTORNEY DOCKET NUMBER:	OVER-26,079		
NAME OF SUBMITTER:	John J. Arnott		

Total Attachments: 2

90000502

**TRADEMARK
REEL: 002663 FRAME: 0029**

OP \$40.00 1228615

source=OVE26079_AssnIBM0.tif
source=OVE26079_AssnIBM1.tif

**ASSIGNMENT OF TRADEMARKS AND SERVICE MARKS
AND ASSOCIATED APPLICATIONS AND REGISTRATIONS**

WHEREAS, IBM Foods, Inc., a corporation organized and existing under the laws of the State of California (hereinafter "ASSIGNOR"), has adopted, used and is using and, as such, is the owner of the trademarks and service marks (collectively "trademarks") identified in Attachment A entitled "Trademark and Registrations and Applications" and are also the owners of the name, trademark, registrations and applications for registrations thereof in the United States Patent & Trademark Office as well as the goodwill symbolized by the trademarks; and

WHEREAS, concurrently herewith, OVERHILL FARMS, INC., a corporation organized and existing under the laws of the State of Nevada (hereinafter "ASSIGNEE") is purchasing all of the assets together with the associated goodwill of the business of ASSIGNOR;

NOW THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, ASSIGNOR hereby assigns, transfers, and sells to ASSIGNEE all of its right, title and interest in and to the trademarks and to the associated registrations and applications for registration thereof including those identified in Attachment A and any other trademarks, registrations or applications which may be owed by ASSIGNOR at the time of this assignment, together with the good will symbolized by such trademarks.

Dated: 5-5-95

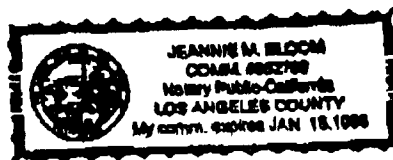
IBM Foods, Inc.

By

Maurice H. Gettleman
Maurice H. Gettleman, President

Sworn and subscribed before
me, JEANNIE M. Bloom a Notary Public,
this 5th day of May, 1995.

Jeannie M. Bloom
Notary Public



U:\W\56800\0001\W\0068.DOC

EXHIBIT A

TRADEMARK, REGISTRATIONS AND APPLICATIONS

OVERHILL FARMS

**U.S. Registration No.
1,228,615 issued on 02/22/83**

DINE-2-NITE

**Application for U.S. Trademark Serial
No. 74/391,238**

OVERHILL FOOD CORP.

U:\W\56800\0001\WH0068.DOC