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
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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

OP $40.00 1228615

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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.

IBM Foods, Inc.

Dated: 5-5-95

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

JEANNIE M. BLOOM
COMM. 992798
Notary Public-California
LOS ANGELES COUNTY
My comm. expires JAN 18,1996

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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.

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