



11/2/98

To the Honorable Commissioner of

100872823

attached original documents of copy thereof.

1. Name of conveying party(ies):

ProMark International, Inc.
877 West Main Street, Ste. 603
Boise, Idaho 83702

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State Idaho
- Other _____

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

2. Name and address of receiving party(ies)

Name: McCain Foodservice, Inc.

Internal Address: _____

Street Address: 2905 Butterfield Road

City: Oak Brook State: IL Zip: 60521

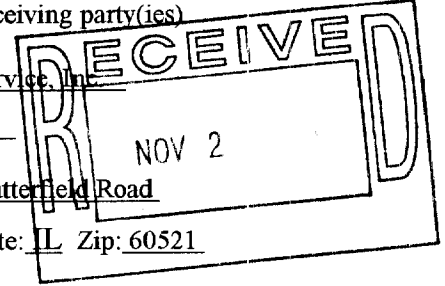
Country: USA

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Maine
- 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



3. Nature of conveyance:

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

Execution Date: 10/22/98

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

A. Trademark Application No.(s)

75/024,088
75/024,085
75/068,758

B. Trademark Registration No.(s)

1,425,849

Additional numbers attached? Yes No

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

Name: Roy H. Wepner
Internal Address: LERNER, DAVID, LITTENBERG,
KRUMHOLZ & MENTLIK, LLP
Street Address: 600 South Avenue West
City: Westfield State: NJ ZIP: 07090

6. Total Number of applications and registrations involved: 4

7. Total Fee (37 CFR 3.41).....\$ 115.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
12-1095

(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.

ROY H. WEPNER
Name of Person Signing
Signature

Oct. 28, 1998
Date

11/06/1998 SBURNS 00000177 121095 of pages including cover sheet, attachments, and document: 3

Q1 FC:481 40.00 CH
Q2 FC:482 75.00 CH

Mail documents to be recorded with required cover sheet information to:

U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231 Attention: Assignments

TRADEMARK
REEL: 1810 FRAME: 0331

ASSIGNMENT

WHEREAS, ProMark International, Inc. ("ProMark"), an Idaho corporation with offices located at 877 West Main Street, Suite 603, Boise, Idaho 83702, and McCain Foodservice, Inc. ("McCain"), a Maine corporation with offices located at 2905 Butterfield Road, Oak Brook, Illinois 60521, are parties to an Asset Purchase Agreement dated May 28, 1997 pursuant to which ProMark agreed to assign to McCain all trademarks used and/or intended to be used solely in connection with ProMark's ongoing and existing Foodservice Business as defined in said Asset Purchase Agreement, which ProMark was selling to McCain; and

WHEREAS, ProMark is the owner of the pending trademark applications and existing registration set forth on Exhibit A which are used and/or which are intended to be used solely on and/or in connection with said ongoing and existing Foodservice Business as defined in said Asset Purchase Agreement; and

WHEREAS, McCain, as successor to said Foodservice Business pursuant to said Asset Purchase Agreement, is desirous of acquiring all right, title and interest in and to said pending trademark applications and registration, together with the good will connected with the use thereof and symbolized thereby;

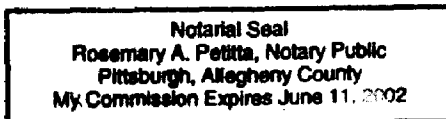
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, ProMark does hereby assign, transfer and quitclaims unto McCain all rights, title and interest in and to the pending trademark applications and existing registration set forth in Exhibit A, together with the good will connected with the use thereof and symbolized thereby.

PROMARK INTERNATIONAL, INC.

By: Karyll A. Davis
Karyll A. Davis
Title: Assistant Secretary

Subscribed and sworn to before me
this 22nd day of October, 1998.

Rosemary A. Petitta
Notary Public



Member, Pennsylvania Association of Notaries

EXHIBIT A

<u>Trademark</u>	<u>Application No.</u>	<u>Filing Date</u>
OLLIE PEÑO (Stylized)	75/024,088	November 17, 1995
PEPPERMAN Design	75/024,085	November 17, 1995
SUNSATIONS	75/068,758	March 7, 1996
GOLDEN CRISP (Expired)	75/164,002	

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
GOLDEN CRISP	1,425,849	January 20, 1987