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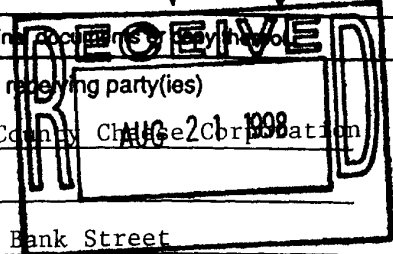
U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks

original documents by copy this box



1. Name of conveying party(ies):

Waterbury Fresh Foods, L.L.C.

- Individual(s)
 - General Partnership
 - Corporation-State
 - Other Limited Liability Company (Delaware)
- Association
 - Limited Partnership
- Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Franklin County Cheese Corporation

Internal Address: _____

Street Address: 159 Bank Street

City: Burlington State: VT ZIP: 05401

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Vermont
- 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
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: August 7, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,054,346

Additional numbers attached? Yes No

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

Name: Diane M. McCarthy

Internal Address: _____

Street Address: Gateway Square

30 Main Street

City: Burlington State: VT ZIP: 05401

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

Please charge any additional fees due, or credit any over payment to:

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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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.

Diane M. McCarthy
Name of Person Signing

Diane M. McCarthy
Signature

8/12/98
Date

Total number of pages including cover sheet, attachments, and document: 2

ASSIGNMENT OF REGISTRATION OF A MARK

WHEREAS, Waterbury Fresh Foods, L.L.C., a Delaware limited liability company of 160 Flynn Avenue, Burlington, Vermont 05401, has adopted, used and is using a mark which is registered in the United States Patent and Trademark Office, Registration No. 2,054,346, dated April 22, 1997; and

WHEREAS Franklin County Cheese Corporation, of 159 Bank Street, Burlington, Vermont 05401, is desirous of acquiring said mark and the registration thereof.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Waterbury Fresh Foods, L.L.C. does hereby assign unto the said Franklin County Cheese Corporation all right, title and interest in and to the said mark, together with the goodwill of the business symbolized by the mark, and the above-identified registration thereof.

Waterbury Fresh Foods, L.L.C.

Mary Alice McKenzie
Name: *Mary Alice McKenzie*
Title: *President*

STATE OF VERMONT)
COUNTY OF CHITTENDEN) SS.

On this 10th day of August, 1998, before me appeared Mary Alice McKenzie, the person who signed this instrument, who acknowledged that she signed it as a free act on behalf of Waterbury Fresh Foods, L.L.C.

Before me,

[Signature]
Notary Public
My Commission Expires 2/10/99

(SEAL)

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