

11-05-2001



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

101892275 TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Northland Cranberries, Inc.

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

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

3. Nature of conveyance:

- Assignment
Security Agreement
Other
Merger
Change of Name

Execution Date: June 4, 1999

2. Name and address of receiving party(ies)

Name: NCI Foods, LLC
Internal Address:

Street Address: 800 First Avenue South
City: Wisconsin Rapids State: WI Zip: 54495

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
See attached Exhibit A

Additional number(s) attached Yes No

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

Name: Richard J. McKenna

Internal Address: C/O Foley & Lardner

Street Address: 777 E. Wisconsin Ave.

City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41): \$ 250.00
Enclosed
Authorized to be charged to deposit account

8. Deposit account number: 06-1447

(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.

John A. Scotello, Paraprofessional
Name of Person Signing

Signature

10/30/01

Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

11/02/2001 6TON11 00000085 061447 1716286
01 FC:481 40.00 OP
02 FC:482 15.00 CH 210.00 OP

TRADEMARK REEL: 002393 FRAME: 0510

EXHIBIT A

**NORHLAND CRANBERRIES, INC.
NCI FOODS, LLC**

TRADEMARK ASSIGNMENT

U.S. TRADEMARK REGISTRATIONS

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>EXPIRATION DATE</u>
AWAKE	1,716,286	September 15, 2002
ORANGE PLUS	961,653	June 19, 2003
TREESWEET	656,892	January 7, 2009
TREESWEET (Stylized)	354,723	February 22, 2008
TREESWEET (with faces)	390,633	September 30, 2001
TREESWEET (with faces)	390,947	October 14, 2001
TREESWEET (with faces)	391,646	November 18, 2001
ORIGINAL TREESWEET AND DESIGNATION	1,986,535	July 16, 2006
PONCHO PUNCH	805,698	March 15, 2006
RUBY RED	1,357,034	August 27, 2005

ARGENTINE TRADEMARK REGISTRATIONS

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>EXPIRATION DATE</u>
ORIGINAL TREESWEET AND DESIGNATION	1,573,776	August 31, 2005

ASSIGNMENT OF TRADEMARKS

WHEREAS, Northland Cranberries, Inc., a Wisconsin corporation ("Assignor"), has acquired and used the trademarks indicated in Attachment A, and is the owner of the registrations thereof as set forth in Attachment A; and

WHEREAS, NCI Foods, LLC, a Wisconsin limited liability company ("Assignee"), desires to acquire such trademarks and the registrations thereof.

NOW, THEREFORE, pursuant to the terms and conditions of a Contribution and Management Agreement of even date herewith between Assignor and Assignee and other good and valuable consideration, Assignor hereby assigns to Assignee all right, title and interest in and to the trademarks identified in Attachment A, the right to sue for past infringement thereof, together with that portion of the goodwill of the business symbolized by the trademarks, and any registrations thereof, all effective as of May 1, 1999.

NORTHLAND CRANBERRIES, INC.

By [Signature]

STATE OF WISCONSIN)
) SS:
COUNTY OF WOOD)

Personally came before me, this 4th day of May, 1999, the above-named JOHN SWENDEWOSKI, CHIEF EXECUTIVE OFFICER of Northland Cranberries, Inc., to me known to be the person who executed the foregoing instrument and acknowledged the same.

[Signature]
Notary Public, Wood County, WI
My Commission Expires: PERMANENT

Subject to the terms of this Assignment, Firststar Bank, N.A., as agent under the Credit Agreement dated as of March 15, 1999, between Assignor, various financial institutions and Firststar Bank, N.A., hereby consents to the assignment by Assignor to Assignee of the trademarks indicated in Attachment A.

Dated this ___ day of _____.

FIRSTAR BANK, N.A.

By _____

AUSTRALIAN TRADEMARK REGISTRATIONS

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>EXPIRATION DATE</u>
AWAKE	A194,165	April 22, 2000

CANADIAN TRADEMARK REGISTRATIONS

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>EXPIRATION DATE</u>
AWAKE	137,048	August 21, 2009
TREESWEET	233,729	June 15, 2009
TREESWEET (Stylized)	191,494	June 15, 2009
ORIGINAL TREESWEET AND DESIGNATION	475,747	April 30, 2012

COSTA RICAN TRADEMARK REGISTRATIONS

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>EXPIRATION DATE</u>
TREESWEET	99,634	February 6, 2007

GUATEMALAN TRADEMARK REGISTRATIONS

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>EXPIRATION DATE</u>
TREESWEET	85,143	September 10, 2007

JAPANESE TRADEMARK REGISTRATIONS

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>EXPIRATION DATE</u>
TREESWEET	1,136,419	July 24, 2005
TREESWEET	4,007,599	June 6, 2007
ORIGINAL TREESWEET AND DESIGNATION	3,312,544	May 23, 2007

MEXICAN TRADEMARK REGISTRATIONS

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>EXPIRATION DATE</u>
AWAKE	466,062	May 4, 2004
ORANGE PLUS	471,763	May 4, 2004

PHILIPPINE TRADEMARK REGISTRATIONS

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>EXPIRATION DATE</u>
ORANGE PLUS	30095	October 14, 2001