

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Fleming Companies, Inc.		06/05/2003	CORPORATION: OKLAHOMA

RECEIVING PARTY DATA	
Name:	RBF Corp.
Street Address:	23000 Roundy Drive
City:	Pewaukee
State/Country:	WISCONSIN
Postal Code:	53072
Entity Type:	CORPORATION: WISCONSIN

PROPERTY NUMBERS Total: 6														
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Registration Number:</td> <td>780660</td> </tr> <tr> <td>Registration Number:</td> <td>1248298</td> </tr> <tr> <td>Registration Number:</td> <td>1304312</td> </tr> <tr> <td>Registration Number:</td> <td>1459729</td> </tr> <tr> <td>Registration Number:</td> <td>1806321</td> </tr> <tr> <td>Registration Number:</td> <td>2294543</td> </tr> </tbody> </table>	Property Type	Number	Registration Number:	780660	Registration Number:	1248298	Registration Number:	1304312	Registration Number:	1459729	Registration Number:	1806321	Registration Number:	2294543
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CORRESPONDENCE DATA	
Fax Number:	(414)223-5000
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	splagemann@whdlaw.com
Correspondent Name:	Whyte Hirschboeck Dudek S.C.
Address Line 1:	111 E. Wisconsin Avenue, Suite 2100
Address Line 4:	Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	RI-11667
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NAME OF SUBMITTER:	Nicole J. Renouard
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CH \$165.00 780660

**Total Attachments: 3**

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## TRADEMARK AND SERVICE MARK ASSIGNMENT

WHEREAS, Fleming Companies, Inc., an Oklahoma corporation ("Assignor"), owns all rights, title and interest in and to the trademarks and service marks shown on Schedule A hereto, which are either registered in the United States Patent and Trademark Office, or with one or more states of the United States, or both, as indicated on Schedule A ("Trademarks"); and

WHEREAS, RBF Corp., a Wisconsin corporation ("Assignee"), is desirous of acquiring the Trademarks, including all common law rights therein, together with the registrations and applications thereof and the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all rights, title and interest in and to the Trademarks, including all common law rights therein, together with the registrations and applications thereof, and the goodwill associated with the Trademarks.

Assignor shall execute such documents and use commercially reasonable efforts to take or cause to be taken all actions and do or cause to be done all things necessary, proper or advisable to consummate the transactions contemplated by this Trademark and Service Mark Assignment (including, without limitation, to put Assignee in actual possession and operating control of the Trademarks, to effectuate, record or perfect the transfer of the Trademarks to Assignee, to confirm the title of the Trademarks in Assignee and to assist Assignee in exercising rights relating thereto), and to make all filings and give all notices which may be necessary or required in order to effectuate the transactions contemplated hereby.

Fleming Companies, Inc.

By: \_\_\_\_\_

  
Michael K. Scott  
Treasurer


Date: June 5, 2003

ACKNOWLEDGMENT

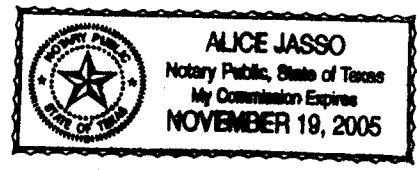
State of TEXAS )  
 ) ss.  
County of DENTON )

On this 5<sup>th</sup> day of June, 2003, before me appeared MICHAEL K. SCOTT, the person who signed this instrument, who acknowledged that he/she signed it as a free act on behalf of Fleming Companies, Inc.

Subscribed and sworn to before me  
this 5<sup>th</sup> day of June, 2003.

  
\_\_\_\_\_  
Notary Public

Commission No. and Expiration: 11/19/05



Schedule A

Trademark/Service Mark Registrations in the United States Patent and Trademark Office

<u>Trademark/Service Mark</u>	<u>U.S. Registration No.</u>
RAINBOW	780,660
RAINBOW	1,220,190
RAINBOW	1,248,298
RAINBOW FOODS & Design	1,304,312
RAINBOW	1,459,729
RAINBOW	1,737,921
RAINBOW	1,806,321
RAINBOW	2,294,543

Trademark/Service Mark Registrations at the State Level in the United States

<u>Trademark/Service Mark</u>	<u>State</u>	<u>Registration No.</u>
RAINBOW FOODS & Design	Minnesota	17513 (Renewal Reg. No. 31025)