

9/10/03 RECORDED

09-15-2003



102550228

To the Honorable Commissioner of Patents and Trademarks

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Societe des Produits Nestle S.A.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other - a Swiss company
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 O Brand Acquisition Corp.
 Four Gatehall Drive
 Suite 110
 Parsippany, New Jersey, 07054
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation - Delaware
 Other _____
 If assignee is not domiciled in the United States, a domestic representative designator 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: August 21, 2003

4. Application number(s) or patent number(s) listed below

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

n/a
~~09/12/2003 EGDUPER 00000112 040475 2263248~~
 01 FC:8521 40.00 BA
 02 FC:8522 350.00 BA

see attachment A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: GLENN A. GUNDERSEN
 DECHERT LLP
 4000 BELL ATLANTIC TOWER
 1717 ARCH STREET
 PHILADELPHIA, PA. 19103-2793
 TEL. NO. (215) 994-2183

6. Total number of applications and registrations involved: 15
 7. Total fee (37 CFR 3.41)\$390.00
 Enclosed
 Authorized to be charged to deposit account (Including any underpayment)
 8. Deposit account number: 04-0475
 (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.
 Terence A. Dixon
 Name of Person Signing
 Signature
 Date 9/8/03

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

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

ATTACHMENT A**REGISTRATIONS**

TRADEMARK	REG. NO.	ISSUE DATE
MEXICAN MEALS MADE EASY	2,263,248	Jul 20 1999
MEXICAN MEALS MADE EASY	2,269,133	Aug 10 1999
ORTEGA	2,013,197	Nov 5 1996
ORTEGA	1,883,777	Mar 14 1995
ORTEGA	1,865,107	Nov 29 1994
ORTEGA	1,049,767	Oct 5 1976
ORTEGA	724,887	Dec 5 1961
ORTEGA	607,388	Jun 14 1955
ORTEGA	2,127,230	Jan 6 1998
ORTEGA	2,241,950	Apr 27 1999
ORTEGA	2,165,889	Jun 16 1998
ORTEGA AND DESIGN	2,269,159	Aug 10 1999
ORTEGA AND DESIGN (with Blue Sunburst)	2,269,212	Aug 10 1999
ORTEGA AND DESIGN (with Sunburst)	2,269,160	Aug 10 1999
ORTEGA BOTTLE DESIGN	2,460,967	Jun 19 2001

ASSIGNMENT OF TRADEMARKS (U.S REGISTRATIONS)

August 21, 2003

WHEREAS, Société Des Produits Nestlé S.A., a société anonyme organized under the laws of Switzerland ("Seller"), is the owner of all right, title and interest in the trademarks identified in Attachment A (the "Trademarks") and the registration for such Trademarks shown in Attachment A; and

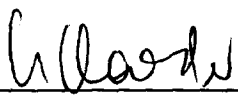
WHEREAS, O Brand Acquisition Corp., a Delaware corporation ("Buyer"), has on this date acquired from Seller certain assets and property used in Seller's business to which the Trademarks relate and desires to acquire all right, title and interest in the Trademarks, the registrations of the Trademarks shown in Attachment A and the goodwill of the business associated therewith and symbolized thereby.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound, Seller hereby assigns and transfers to Buyer all of its right, title and interest in and to the Trademarks, together with the trademark registrations shown in Attachment A, all income, royalties, damages and payments hereafter due or payable with respect thereto and all rights of action arising from the Trademarks on or after the date hereof, all claims for damages for reason of infringement or dilution of the Trademarks, in each case, arising after the date hereof, and the right to sue and collect damages for such infringement or dilution, to be held and enjoyed by Buyer for its own use and benefit and for its successor and assigns as the same would have been held by Seller had this assignment not been made, and all goodwill of the business associated with and symbolized by the Trademarks.

[Signature Page Follows]

IN WITNESS WHEREOF, this Assignment of Trademarks (U.S. Registrations) has been signed as of the day and year first written above.

SOCIÉTÉ DES PRODUITS NESTLÉ S.A.

By: 
Name: Jean-Pierre Maeder
Title: Authorized Signatory

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Signature Page to Assignment of Trademarks (U.S. Registrations)

CONFIDENTIAL

TRADEMARK
REEL: 002823 FRAME: 0459

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*CONFIDENTIAL***RECORDED: 09/08/2003****TRADEMARK
REEL: 002823 FRAME: 0460**