

11-12-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



102597679

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

2145/201, 202, 203

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

1. Name of conveying party(ies): Superior Bakery, Inc.

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

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

- Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Asset Purchase Agreement

Execution Date: 8/18/2003

2. Name and address of receiving party(ies) Name: Superior Bakery, Inc.

Internal Address: Street Address: 72 Main Street No. Grosvenordale City: State: MA Zip: 06255

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware 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) 75/803,209

B. Trademark Registration No.(s) 2,290,177 2,345,671

Additional number(s) attached Yes No

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

Name: Lisa M. Tittlemore

Internal Address: Bromberg & Sunstein LLP

Street Address: 125 Summer Street

City: Boston State: MA Zip: 02110

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$ 90.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Lisa M. Tittlemore Name of Person Signing

Signature

November 6, 2003 Date

Total number of pages including cover sheet, attachments, and document: 9

11/12/2003 LNWELLER 00000044 75003209

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

01 FC:0521 02 FC:0522

40.00 OP 50.00 OP

TRADEMARK REEL: 002860 FRAME: 0722

ASSET PURCHASE AGREEMENT

dated as of

August 18, 2003

by and among

NEBC, LLC,
a Delaware limited liability company

SUPERIOR BAKERY, INC.,
a Delaware corporation

and

SUPERIOR BAKERY, INC.,
a Connecticut corporation

and

THE PRINCIPAL STOCKHOLDERS

ASSET PURCHASE AGREEMENT

This Asset Purchase Agreement dated as of August 18, 2003 (this "Agreement") by and among NEBC, LLC, a Delaware limited liability company ("Parent"); Superior Bakery Inc., a Delaware corporation and a direct, wholly owned subsidiary of Parent ("Buyer"); Superior Bakery, Inc., a Connecticut corporation ("Seller"); and Michael G. Faucher, Raymond P. Faucher, Sr. and Raymond P. Faucher, Jr. (collectively, the "Principal Stockholders");

WITNESSETH:

WHEREAS, Seller conducts a business involving the manufacture and sale of croutons to the food service industry and a variety of branded and private label hearth-baked breads and rolls to the retail supermarket industry (the "Business");

WHEREAS, Buyer desires to purchase substantially all of the assets of the Business from Seller, and Seller desires to sell substantially all of the assets of the Business to Buyer, upon the terms and subject to the conditions set forth in this Agreement; and

WHEREAS, the parties hereby intend that the purchase of the Purchased Assets and the assumption of the Assumed Liabilities be treated as a taxable transaction for state and federal income tax purposes.

NOW, THEREFORE, in consideration of the foregoing premises and the representations, warranties, covenants and agreements contained in this Agreement, the parties hereto agree as follows:

ARTICLE I

DEFINITIONS

1.1 Definitions. For purposes of this Agreement, the following terms shall have the meanings set forth below:

"Affiliate" means, with respect to any Person, any Person directly or indirectly controlling, controlled by, or under common control with such specified Person.

"Ancillary Agreements" means the Holdback Agreement and the Employment Agreements.

"Books and Records" means the books and records of Seller relating to the Business, in whatever medium or format maintained, excluding (i) Seller's minute and stock record books, incorporation documents, by-laws, Tax Returns and other Tax-related documents, (ii) books and records relating to the Excluded Assets and (iii) any books and records that Seller is required by law to retain.

"Business Day" means any day that is not a Saturday, Sunday or other day on which banks are required or authorized by Law to be closed in Boston, Massachusetts.

"Closing Balance Sheet" means a balance sheet for the Business as of the close of business on the day immediately preceding the Closing Date that (i) fairly presents the financial position of the Business as at the close of business on the day immediately preceding the Closing Date and (ii) is prepared in accordance with GAAP. The Closing Balance Sheet shall be prepared by Buyer and delivered to Seller within sixty (60) days of the Closing Date.

REDACTED

(n) the trademarks identified on Section 2.1(n) of the Seller Disclosure Schedule with the registration or application numbers and in the countries or territories identified on Section 2.1(n) of the Seller Disclosure Schedule (the “Trademarks”); and

1e

REDACTED

11/02/03 SUN 18:12 FAX

010

REDACTED

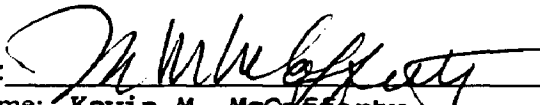
Section 3.5(a)

1. Pending Applications/Registrations for Trademarks owned by Superior Bakery, Inc.

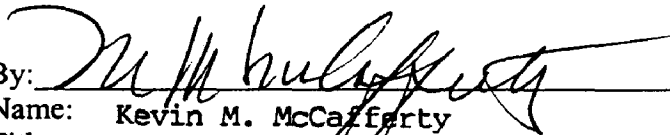
Trademark	App./Reg. No.	Status	Next action due	Goods
KASANOFS	Reg. No. 2,290,177	Registered on 11/2/99	Section 8&15 due between 11/2/04 and 11/2/05	Bread and rolls (Class 30)
KASANOFS (plus design)	Reg. No. 2,345,671	Registered on 4/25/00	Section 8&15 due between 4/25/05 and 4/25/06	Bread and rolls (Class 30)
KASANOFS SINCE 1898 (plus design)	Appl. No. 75/803.209	Application filed On 9/20/99	Statement of Use due 11/7/03	Bakery products and crouton (Class 30)

IN WITNESS WHEREOF, the parties hereto have caused this Asset Purchase Agreement to be duly executed and delivered as of the date first above written.

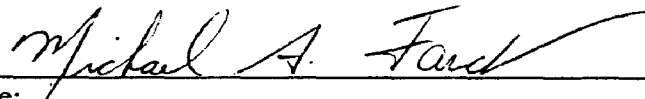
NEBC, LLC

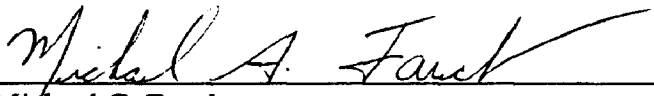
By: 
Name: Kevin M. McCafferty
Title: President and Chairman


SUPERIOR BAKERY, INC., a Delaware corporation

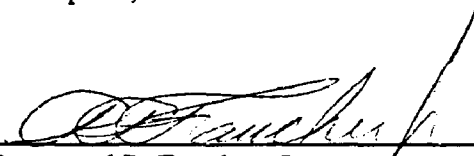
By: 
Name: Kevin M. McCafferty
Title: Chairman and CEO

SUPERIOR BAKERY, INC., a Connecticut corporation

By: 
Name:
Title:


Michael G. Faucher
8 Jordan Road
Hopkinton, MA 01748


Raymond P. Faucher, Sr.
506 Quaddick Road
Thompson, CT 06277


Raymond P. Faucher, Jr.
126 Red Bridge Road
North Grosvenordale, CT 06255