

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/01/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Reinhart FoodService, Inc.		01/31/2005	CORPORATION: WISCONSIN

**RECEIVING PARTY DATA**

Name:	Reinhart FoodService, L.L.C.
Street Address:	1500 St. James Street
City:	La Crosse
State/Country:	WISCONSIN
Postal Code:	54602
Entity Type:	limited liability company: DELAWARE

**PROPERTY NUMBERS Total: 21**

Property Type	Number	Word Mark
Registration Number:	2488768	CULINARY SECRETS
Registration Number:	2783300	CULINARY SECRETS
Registration Number:	2610531	EAGLE RIDGE
Registration Number:	2106601	HEALTHY HORIZONS
Registration Number:	2085686	
Registration Number:	2636736	HIDDEN BAY
Registration Number:	2108531	REINHART FOODSERVICE
Registration Number:	2128234	REINHART FOODSERVICE
Registration Number:	2823379	REINHART FOODSERVICE
Registration Number:	2003626	REINHART HARVEST PRIDE
Registration Number:	1933592	REINHART HARVEST PRIDE
Registration Number:	2696054	RFS
Registration Number:	2603853	SAN PABLO

CH \$540.00 2488768

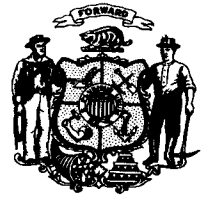
Registration Number:	2799311	SAN PABLO
Serial Number:	78086668	SAN PABLO
Registration Number:	1727902	SAN PABLO
Registration Number:	2818389	SILVERBROOK FARMS
Serial Number:	78281372	SILVERBROOK FARMS
Registration Number:	2090905	TRACS
Registration Number:	2707813	TRACSCAN
Registration Number:	2705279	TRAYCARD ADVANTAGE

**CORRESPONDENCE DATA**

Fax Number: (414)978-8675  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 414 277 5000  
Email: msl@quarles.com  
Correspondent Name: Marta S. Levine  
Address Line 1: Quarles & Brady LLP  
Address Line 2: 411 East Wisconsin Avenue  
Address Line 4: Milwaukee, WISCONSIN 53202

NAME OF SUBMITTER:	Marta S. Levine
Signature:	/MartaLevine/
Date:	02/16/2005

**Total Attachments: 5**  
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DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared with the document on file in the Corporation Section of the Division of Corporate & Consumer Services of this department, and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.

A handwritten signature in black ink, appearing to read 'Ray Allen'.

RAY ALLEN, Deputy Administrator  
Division of Corporate & Consumer Services  
Department of Financial Institutions

DATE: FEB 15 2005

BY: A handwritten signature in black ink, appearing to read 'Loretta Harris'.

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Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

**RECEIVED**

JAN 31 2005

**WISCONSIN  
DFI**

**ARTICLES OF MERGER  
OF  
REINHART FOODSERVICE, INC.  
INTO  
REINHART FOODSERVICE, L.L.C.**

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The undersigned entity, pursuant to the provisions of Section 180.1105 of the Wisconsin Business Corporation Law (the "WBCL") and the applicable provisions of the Delaware Limited Liability Company Act (the "DLLCA"), for the purpose of merging Reinhart FoodService, Inc. (the "Corporation"), a Wisconsin corporation, into Reinhart FoodService, L.L.C. (the "LLC"), a Delaware limited liability company, hereby executes these Articles of Merger:

1. The plan of merger is set forth in the Plan of Merger (the "Plan of Merger") attached hereto as Exhibit A and by reference made a part hereof with the same force and effect as if herein set forth in full.
2. The Plan of Merger was approved by the Corporation in accordance with Section 180.1103 of the WBCL and by the LLC in the manner required by the DLLCA.
3. The Effective Time of the Merger shall be upon receipt for filing of the Articles of Merger by the Wisconsin Department of Financial Institutions.

Dated as of the 31st day of January, 2005.

REINHART FOODSERVICE, L.L.C.

By: Reinhart Management, L.L.C., its sole manager

By:   
J. Christopher Reyes, its manager

By:   
M. Jude Reyes, its manager

This instrument was drafted by:

Ryan L. Van Den Elzen  
Quarles & Brady LLP  
411 East Wisconsin Avenue  
Milwaukee, Wisconsin 53202-4497

QBMKB5681004.4

**Exhibit A**

**PLAN OF MERGER  
OF  
REINHART FOODSERVICE, INC.  
INTO  
REINHART FOODSERVICE, L.L.C.**

The terms and conditions of the merger of Reinhart FoodService, Inc. (the "Corporation"), a Wisconsin corporation, into Reinhart FoodService, L.L.C. (the "LLC"), a Delaware limited liability company, (the "Merger") are as follows:

**ARTICLE I**

**MERGER; EFFECTIVE TIME**

At the Effective Time of the Merger (as hereinafter defined), the separate existence of the Corporation shall cease and the Corporation shall be merged with and into the LLC. Reinhart FoodService, L.L.C., a Delaware limited liability company, shall be the surviving business entity (the "Surviving Entity"). The "Effective Time of the Merger" shall be upon receipt for filing of the Articles of Merger by the Wisconsin Department of Financial Institutions.

**ARTICLE II**

**OWNERSHIP INTERESTS OF LLC AND CORPORATION**

2.1. Corporation Shares. At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holder thereof, all of the issued and outstanding shares of stock of the Corporation shall be converted into the right to receive (i) the Merger Consideration, consisting of two subordinated promissory notes and one unsubordinated promissory note, as described in (and subject to adjustment as provided in) the Asset Purchase Agreement and Agreement and Plan of Merger dated as of December 13, 2004 by and among Reyes Holdings, L.L.C., a Delaware limited liability company, the LLC, the Corporation and D. B. Reinhart Marital Trust, a trust organized under the laws of the State of Wisconsin (the "Purchase and Merger Agreement") and (ii) the Tax Adjustment, as described in the Purchase and Merger Agreement.

2.2. Treasury Stock. At the Effective Time of the Merger, any shares of capital stock of the Corporation owned or held by the Corporation shall automatically be canceled or retired and shall cease to exist, without any consideration delivered in exchange therefor.

2.3. LLC Membership Interests. At the Effective Time of the Merger, each issued and outstanding membership interest of the LLC shall remain one membership interest of the Surviving Entity.

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**ARTICLE III**

**CERTIFICATE OF FORMATION;  
LIMITED LIABILITY COMPANY AGREEMENT**

3.1. Certificate of Formation. The Certificate of Formation of the LLC, as in effect immediately prior to the Effective Time of the Merger, shall remain the Certificate of Formation of the Surviving Entity until amended in accordance with law.

3.2. Limited Liability Company Agreement. The Limited Liability Company Agreement of the LLC, as in effect immediately prior to the Effective Time of the Merger, shall remain the Limited Liability Company Agreement of the Surviving Entity until amended in accordance with law.

**ARTICLE IV**

**MANAGERS; OFFICERS**

The managers and officers of the LLC shall remain the managers and officers of the Surviving Entity until the earlier of their death, resignation or removal or until their respective successors are duly elected or appointed or qualified, as the case may be.

**ARTICLE V**

**EFFECT OF MERGER**

The effect of the Merger shall be as provided in Section 180.1106 of the Wisconsin Business Corporation Law and the applicable provisions of the Delaware Limited Liability Company Act.

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