

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MBR Foods, LLC		04/07/2005	limited liability company: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Milton's Baking Company, LLC		
Street Address:	655 Third Avenue		
Internal Address:	c/o Red Diamond Capital, Inc.		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	limited liability company: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	76628671	RESTAURANT CLASSICS BY MILTON'S QUALITY FOOD PRODUCTS	
CORRESPONDENCE DATA			
Fax Number:	(617)523-1231		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	617.570.1292		
Email:	mrovner@goodwinprocter.com		
Correspondent Name:	Miriam J. Rovner, Senior Paralegal		
Address Line 1:	Goodwin Procter LLP		
Address Line 2:	Exchange Place, 53 State Street		
Address Line 4:	Boston, MASSACHUSETTS 02109		
NAME OF SUBMITTER:	Miriam J. Rovner		
Signature:	/mjr/		

CH \$40.00 76628671

900023805

TRADEMARK
REEL: 003074 FRAME: 0469

Date:

04/28/2005

Total Attachments: 6

source=4-07-05 Trademark Assignment#page1.tif

source=4-07-05 Trademark Assignment#page2.tif

source=4-07-05 Trademark Assignment#page3.tif

source=4-07-05 Trademark Assignment#page4.tif

source=4-07-05 Trademark Assignment#page5.tif

source=4-07-05 Trademark Assignment#page6.tif

TRADEMARK ASSIGNMENT

This Trademark Assignment (the "Assignment") is entered into this 7th day of April, 2005 by and between MBR Foods, LLC, a California limited liability company ("Assignor"), and Milton's Baking Company, LLC, a Delaware limited liability company ("Assignee").

WHEREAS, Assignor is the owner of the trademarks, service marks and trade names set forth on Schedule 1 attached hereto and incorporated herein by this reference, including all applications or registrations therefor (the "Marks"); and

WHEREAS, Assignor and Assignee are parties to that certain Asset Purchase Agreement dated as of April 8, 2005 (the "Purchase Agreement"), the terms, conditions and representations and warranties of which are incorporated herein by reference as if set forth in full;

WHEREAS, pursuant to the Purchase Agreement, Assignor conveyed to Assignee substantially all of the assets of a going business;

WHEREAS, Assignor now wishes to assign the Marks to Assignee, and Assignee is desirous of acquiring the Marks from Assignor;

NOW, THEREFORE, in consideration of the premises set forth above and in the Purchase Agreement and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

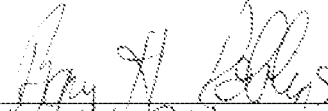
1. Assignor hereby transfers, conveys and assigns to Assignee, and Assignee hereby accepts from Assignor, all right, title, and interest in and to the Marks together with the goodwill associated with the Marks, including all federal and state trademark registrations thereof and applications therefor, as well as all common law rights thereto. Assignee shall have the sole right to sue and collect damages and/or profits for both past and present infringements of the Marks.
2. Assignee, at its own cost and expense, shall record a fully executed copy of this Assignment with the United States Patent and Trademark Office or any other agency having jurisdiction over the ownership of the Marks.

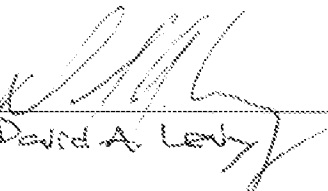
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this Trademark Assignment to be executed by their respective duly authorized representatives as of the day and year above written.

ASSIGNOR:

MBR FOODS, LLC

By: 
Name: Barry H. Robbins
Title:

By: 
Name: David A. Levy
Title:

By: _____
Name: _____
Title: _____

ASSIGNEE:

MILTON'S BAKING COMPANY, LLC

By: Milton's Fine Foods, Inc.,
Its Manager

By: _____
Name: Ron Danenberg
Title: Chief Executive Officer

IN WITNESS WHEREOF, the parties hereto have caused this Trademark Assignment to be executed by their respective duly authorized representatives as of the day and year above written.

ASSIGNOR:

MBR FOODS, LLC

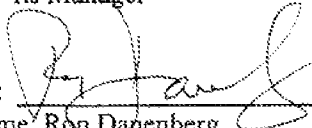
By: _____
Name:
Title:

By: _____
Name:
Title:

ASSIGNEE:

MILTON'S BAKING COMPANY, LLC

By: Milton's Fine Foods, Inc.,
Its Manager

By:  _____
Name: Ron Danenberg
Title: Chief Executive Officer

NOTARY SIGNATURE FOR ASSIGNOR

STATE OF California

COUNTY OF San Diego) SS.
)

On this 5th day of April, 2005, before me personally appeared David H. Barry, to me personally known, who, being by me duly sworn, did say that (s)he is the _____ of MBR Foods, LLC, a California limited liability company, and that said instrument was signed and sealed on behalf of said corporation, by all necessary authority; and said _____ acknowledged said instrument to be the free act and deed of said corporation.

In witness whereof, I have hereunto attached my hand and notarial seal, at the County and State aforesaid on the day and year last above written.

Sona J. Antoine
Notary Public

My Commission Expires: Dec 9, 2006

NOTARY SIGNATURE FOR ASSIGNEE

STATE OF _____)

COUNTY OF _____) SS.
)

On this _____ day of _____, 2005, before me personally appeared _____, to me personally known, who, being by me duly sworn, did say that (s)he is the _____ of Milton's Baking Company, LLC, a Delaware limited liability company, and that said instrument was signed and sealed on behalf of said corporation, by all necessary authority; and said _____ acknowledged said instrument to be the free act and deed of said corporation.

In witness whereof, I have hereunto attached my hand and notarial seal, at the County and State aforesaid on the day and year last above written.

Notary Public

My Commission Expires: _____



NOTARY SIGNATURE FOR ASSIGNOR

STATE OF _____)

) SS.

COUNTY OF _____)

On this ____ day of _____, 2005, before me personally appeared _____, to me personally known, who, being by me duly sworn, did say that (s)he is the _____ of MBR Foods, LLC, a California limited liability company, and that said instrument was signed and sealed on behalf of said corporation, by all necessary authority; and said _____ acknowledged said instrument to be the free act and deed of said corporation.

In witness whereof, I have hereunto attached my hand and notarial seal, at the County and State aforesaid on the day and year last above written.

Notary Public

My Commission Expires: _____

NOTARY SIGNATURE FOR ASSIGNEE

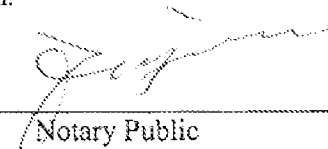
STATE OF _____)

) SS.

COUNTY OF _____)

On this ____ day of _____, 2005, before me personally appeared _____, to me personally known, who, being by me duly sworn, did say that (s)he is the _____ of Milton's Baking Company, LLC, a Delaware limited liability company, and that said instrument was signed and sealed on behalf of said corporation, by all necessary authority; and said _____ acknowledged said instrument to be the free act and deed of said corporation.

In witness whereof, I have hereunto attached my hand and notarial seal, at the County and State aforesaid on the day and year last above written.



Notary Public

My Commission Expires: Feb. 19, 2006

- 3 -

LIBC/2372951.1

TAKESHIRO FUJIMURA
Notary Public, State of New York
No. 02FU6070122
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires Feb. 19, 2006

SCHEDULE 1

1. MARKS

Pending Marks

Mark	United States Serial Number	Filing Date
Restaurant Classics by Milton's Quality Food Products (and design)	76/628,671	January 20, 2005