

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
Sorrento Lactalis Arpin, Inc.		03/03/2006	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	Lactalis USA Commercial, Inc.
Street Address:	2376 South Park Avenue
City:	Buffalo
State/Country:	NEW YORK
Postal Code:	14220
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	1012351	RONDELE
Registration Number:	1918175	PUB CHEESE
Serial Number:	75471716	RONDELE BAGEL CHIPS
Registration Number:	2104250	BAGEL TEMPTATIONS
Registration Number:	2068876	TANTE
Registration Number:	1262577	HAHN'S
Registration Number:	1589156	FINESSE

CORRESPONDENCE DATA

Fax Number: (608)831-2106
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 608-828-0784
 Email: css@dewittross.com
 Correspondent Name: DeWitt Ross & Stevens, SC (CS Sara)
 Address Line 1: 8000 Excelsior Drive
 Address Line 2: Suite 401

OP \$190.00 1012351

Address Line 4: Madison, WISCONSIN 53717-1914

ATTORNEY DOCKET NUMBER: 20860.004

NAME OF SUBMITTER: Charles S. Sara

Signature: /CS Sara/

Date: 03/07/2006

Total Attachments: 2
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TRADEMARK ASSIGNMENT

This Assignment ("Assignment") is made effective as of 11:40 p.m., Eastern Standard Time, on December 31, 2005, from Sorrento Lactalis Arpin, Inc., a Wisconsin business corporation ("ASSIGNOR"), to Lactalis USA Commercial, Inc., a Delaware business corporation ("ASSIGNEE"):

WHEREAS, ASSIGNOR is the owner of the trademarks (the "Marks") as described in Exhibit A, attached hereto and incorporated by reference herein, together with the goodwill of the business symbolized thereby in connection with the goods on which the Marks are used ("the Products").

WHEREAS, ASSIGNOR became the owner of such Marks through a merger whereby Rondele Acquisition, LLC, a Wisconsin limited liability company, merged into and was survived by ASSIGNOR effective as of 11:30 p.m., Eastern Standard Time, on December 31, 2005.

WHEREAS, ASSIGNOR desires to convey, transfer, assign, deliver, and contribute to ASSIGNEE all of its right, title, and interest in and to the Marks, and ASSIGNEE desires to accept such assignment, effective as of the date and time set forth above.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby conveys, transfers, assigns, delivers, and contributes to ASSIGNEE all of ASSIGNOR'S right, title, and interest of whatever kind in and to the Marks, together with (1) the goodwill of the business relating to the Products in respect upon which the Marks are used and for which they are registered or pending; (2) all income, royalties, and damages hereafter due or payable to ASSIGNOR with respect to the Marks, including without limitation, damages, and payments for past or future infringements and misappropriations of the Marks; and (3) all rights to sue for past, present and future infringements or misappropriations of the Marks.

ASSIGNOR further covenants that it will execute all documents, papers, forms and authorizations and take all other actions that may be necessary for securing, completing, or vesting in ASSIGNEE full right, title, and interest in the Marks and the Property.

IN WITNESS WHEREOF, ASSIGNOR has duly executed under seal and delivered this Assignment, as of the day and year first above written.

SORRENTO LACTALIS ARPIN, INC.

By: *Dalbert*

Title: *Vice President*

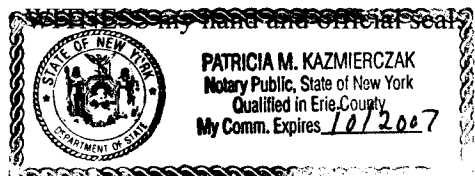
ACKNOWLEDGMENT

STATE OF NEW YORK)

COUNTY OF *Erie*)

On *March 3, 2006* before me, *Patricia M. Kazmierczak* Notary Public, personally appeared *Dave Chamber's*, proved to me on the basis of satisfactory evidence to be the person(s) whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Patricia M. Kazmierczak
Signature of Notary Public



SCHEDULE "A"
TRADEMARKS

Mark and Country	Application Date	Application No.	Registration Date	Registration No.
RONDELE				
(U.S.A.)	02/11/74	73/013,221	06/03/75	1,012,351
Brazil (Stylized)			03/25/78	6,658,571
Brazil			03/25/78	6,658,563
New Zealand			01/30/96	258,312
Canada			07/09/76	214,768
Australia			06/22/76	A297,944
China			10/14/97	1,119,659
Philippines	02/14/97	117,908		
South Korea			01/16/98	391,193
Taiwan			09/16/97	777,006
PUB CHEESE				
U.S.A.	02/14/94	74/490,298	09/12/95	1,918,175
U.S.A.	12/18/00	76/184,285	02/12/02	2,538,049
South Korea			10/17/97	378,647
JARDINIERE				
Canada			07/17/87	330,273
RONDELE BAGEL CHIPS				
U.S.A.	04/21/98	75/471,716	03/13/01	2,435,595
BAGEL TEMPTATIONS				
U.S.A.	05/29/96	75/111,442	10/07/97	2,104,250
Canada	10/03/96	825,092		
TANTE and design				
U.S.A.	01/11/96	75/041,614	06/10/97	2,068,876 ¹
FINESSE				
U.S.A. (Stylized)			03/27/90	1,589,156 ²
Japan			09/30/93	2,574,936
RONDELE BREAD ESSENTIALS	12/11/00	76/179,840	10/08/02	2,632,934
RONDELE KITCHENS	12/12/00	76/180,456 ³		
SNACKPACK	common law			
WOMAN WITH HAT DESIGN (TANTE label)	common law			
Waterbury Specialty Foods	common law			

¹ Registration cancelled under Section 8 of Lanham Act.

² Registration cancelled under Section 8 of Lanham Act.

³ Abandoned: No Statement of Use filed after Notice of Allowance was issued. Status Date: 02/13/05

TRADEMARK