

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
ConAgra Brands, Inc.		06/14/2006	CORPORATION: NEBRASKA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Amerifit, Inc.		
<b>Street Address:</b>	166 Highland Park Drive		
<b>City:</b>	Bloomfield		
<b>State/Country:</b>	CONNECTICUT		
<b>Postal Code:</b>	06002		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	75978406	CULTURELLE	
<b>Serial Number:</b>	78766898	THE PREMIER PROBIOTIC	
<b>Serial Number:</b>	78766904	THE PREMIER PROBIOTIC CULTURELLE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(860)286-0115		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(860) 286-2929		
<b>Email:</b>	TM@cantorcolburn.com		
<b>Correspondent Name:</b>	George A. Pelletier, Jr.		
<b>Address Line 1:</b>	55 Griffin Road South		
<b>Address Line 2:</b>	Cantor Colburn LLP		
<b>Address Line 4:</b>	Bloomfield, CONNECTICUT 06002		
<b>ATTORNEY DOCKET NUMBER:</b>	AMF-0070-A		
<b>NAME OF SUBMITTER:</b>	George A. Pelletier, Jr.		

CH \$90.00 75978406

Signature:

/gapjr/

Date:

09/06/2006

**Total Attachments: 3**

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**U.S. TRADEMARK ASSIGNMENT**

This Trademark Assignment (the "Assignment") is made effective as of this 14<sup>th</sup> day of June, 2006, by and between ConAgra Brands, Inc., a Nebraska corporation, ("Assignor"), and Amerifit, Inc., a Delaware corporation, ("Assignee").

WHEREAS, Assignor, having its principal offices at One ConAgra Drive, Omaha, Nebraska 68102 is the owner of the trademark(s) and the associated registration(s) and/or application(s) for registration thereof existing in the United States Patent and Trademark Office listed on Exhibit A attached hereto (collectively, the "Marks").

WHEREAS, Assignee, having its principal offices at 166 Highland Park Drive, Bloomfield, Connecticut 06002, U.S.A., is desirous of acquiring all right, title and interest in and to said Marks.

NOW, THEREFORE, be it known that for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in the United States in and to said trademarks, together with the goodwill of the business symbolized by said Marks and any registrations or future registrations thereof.

Assignor agrees to execute all documents and assist in all proceedings (at the sole cost and expense of the Assignee) to perfect, register, or record the rights of the Assignee to the Trademarks as Assignee may reasonably deem appropriate.

**CONAGRA BRANDS, INC.,**

Assignor

By: Scott E Messel

Name: Scott E. Messel

Title: Senior Vice President, Treasurer & Assistant  
Corporate Secretary

**AMERIFIT, INC.,**

Assignee

By: \_\_\_\_\_

Name:

Title:

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WHEREAS, Assignor, having its principal offices at One ConAgra Drive, Omaha, Nebraska 68102 is the owner of the trademark(s) and the associated registration(s) and/or application(s) for registration thereof existing in the United States Patent and Trademark Office listed on Exhibit A attached hereto (collectively, the "Marks").

WHEREAS, Assignee, having its principal offices at 166 Highland Park Drive, Bloomfield, Connecticut 06002, U.S.A., is desirous of acquiring all right, title and interest in and to said Marks.

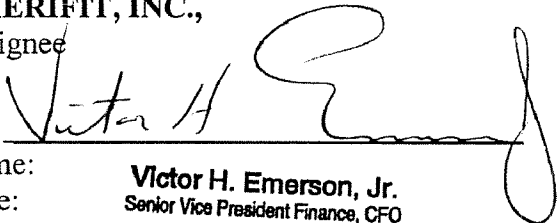
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Assignor agrees to execute all documents and assist in all proceedings (at the sole cost and expense of the Assignee) to perfect, register, or record the rights of the Assignee to the Trademarks as Assignee may reasonably deem appropriate.

**CONAGRA BRANDS, INC.,**  
Assignor

By: \_\_\_\_\_  
Name: Scott E. Messel  
Title: Senior Vice President, Treasurer & Assistant  
Corporate Secretary

**AMERIFIT, INC.,**  
Assignee

By:   
Name: **Victor H. Emerson, Jr.**  
Title: **Senior Vice President Finance, CFO**

**EXHIBIT A**

<b><u>Mark</u></b>	<b><u>Serial Number</u></b>
CULTURELLE	75978406
THE PREMIER PROBIOTIC CULTURELLE (AND DESIGN)	78766904
THE PREMIER PROBIOTIC	78766898