Electronic Version v1.1

SUBMISSION TYPE: NEW ASSIGNMENT

NATURE OF CONVEYANCE: ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Stylesheet Version v1.1

Name	Formerly	Execution Date	Entity Type	
General Mills, Inc.		04/23/2007	CORPORATION:	

RECEIVING PARTY DATA

Name:	Oneida Ltd.			
Street Address:	63-181 Kenwood Avenue			
City:	neida			
State/Country:	NEW YORK			
Postal Code:	13421			
Entity Type: CORPORATION:				

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number: 2131078		CUBBY BEAR

CORRESPONDENCE DATA

Fax Number: (315)361-3700

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 315 361 3636

Email: catherine.suttmeier@oneida.com

Correspondent Name: Catherine H. Suttmeier
Address Line 1: 163-181 Kenwood Avenue

Address Line 2: Legal Department

Address Line 4: Oneida, NEW YORK 13421

NAME OF SUBMITTER:	Catherine H. Suttmeier		
Signature: /Catherine H. Suttmeier/			
Date:	11/29/2007		

Total Attachments: 5

TRADEMARK REEL: 003669 FRAME: 0128

900093018

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ASSET SALE AGREEMENT

This Asset Sale Agreement ("Agreement"), dated as of April 23, 2007 (the "Effective Date"), is made and entered into by and between General Mills, Inc., with offices located at One General Mills Blvd, Minneapolis, MN 55426 (GMI"), and Oneida Ltd., with offices located at 163-181 Kenwood Ave., Oneida, NY 13421 ("Oneida").

WHEREAS, the parties entered into an Agreement dated June 28, 1995, regarding the sale by Oneida and the purchase by GMI of various Oneida Community and Oneidaware flatware products (the "Flatware"), the designs of which are the exclusive property of GMI, for resale through GMI's wholly owned subsidiary, General Mills Direct Marketing, Inc. ("GMDM");

WHEREAS, GMI desires to sell and assign to Oneida, and Oneida desires to purchase and assume from GMI, on the terms and conditions set forth in this Agreement, certain assets relating to the Flatware business of GMDM;

NOW, THEREFORE, in consideration of the representations, warranties, covenants and agreements set forth in this Agreement:

1. Transfer of Assets

On the terms and subject to the conditions set forth in this Agreement, the GMI shall sell, transfer and assign to Oneida, and Oneida shall purchase, acquire and assume from the GMI, all of GMI's right, title and interest in and to the assets relating to the Flatware business of GMDM described on Exhibit A attached hereto and incorporated herein by this reference (the "Purchased Assets").

2. Customer Names and Addresses

Included in the Purchased Assets and deliverable in the format and method set forth on Exhibit A are One Million Three Hundred Two Thousand Four Hundred Fifty Two (1,302,452), names and street addresses of GMDM Flatware customers. As between GMI and Oneida, Oneida shall have exclusive rights to market the Flatware to these GMDM Flatware customers while GMI reserves the right to market products other than the Flatware to these GMDM Flatware customers. Due to GMI's website privacy policy, Sixty Two Thousand Nine Hundred Forty Six (62,946) names and email addresses of GMDM Flatware customers (the "Email Customers") are not included in the Purchased Assets and GMI shall retain exclusive rights to market products other than flatware to these Email Customers. GMI agrees to send an email to the Email Customers who have opted-in to receive emails advising them that the Flatware business of GMDM will be handled by Oneida and providing an opportunity to the Email Customers to opt in to receive emails from Oneida

3. Betty Crocker Trademark License

a. <u>License Grant.</u> GMI hereby grants Oneida a limited, non-transferable(other than to subdistributors of the Flatware), non-exclusive, royalty-free license to use BETTY CROCKER (but not the Betty Crocker spoon logo or the Betty Crocker portrait) only in the context of a reference such as "previously sold through the Betty Crocker Catalog" or wording with similar meaning (the "Property") and solely in connection with the sale and promotion of the Oneida Flatware patterns previously sold through the Betty Crocker Catalog (the "Flatware Products") and Flatware business in the

amend any part of this Agreement or any rights or obligations of any person under or by reason of this Agreement.

14. No Third Party Beneficiaries

Nothing in this Agreement shall confer any rights upon any person or entity that is not a party or permitted assignee of a party to this Agreement.

15. Severability

Whenever possible, each provision of this Agreement will be interpreted in such a manner as to be effective and valid under any applicable laws, but if any provision of this Agreement is held to be prohibited by or invalid under any applicable laws, such provision will be ineffective only to the extent of such prohibition or invalidity, without invalidating the remainder of such provision or the remaining provisions of this Agreement.

16. Complete Agreement

This Agreement, the exhibits and attachments referred to herein contain the complete agreement among the parties and supersede any prior understandings, agreements or representations by or among the parties, written or oral, which may have related to the subject matter hereof in any way.

17. Signatures; Counterparts

This Agreement may be executed in one or more counterparts, any one of which need not contain the signatures of more than one party, but all such counterparts taken together will constitute one and the same instrument. A facsimile signature will be considered an original signature.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first above written.

General Mills, Inc.

Oneida, Ltd.

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Title.

EXHIBIT A

PURCHASED ASSETS

Flatware Customers Names and Street Addresses in the following format and method to be provided to Oneida upon the Effective Date

2/5/07 Suggested layout for Flatware Customer file going to Oneida

customer number	10	1 - 10
salutation	1	11
first name	20	12 – 31
last name	40	32 – 71
address 1	40	72 – 111
address 2	40	112 – 151
city	30	152 – 181
state	2	182 183
zip	9	184 – 192
spaces	16	193 – 208
pattern code	4	209 – 212
	ns Community, or B	RSP for Brahms Silverplate)
spaces	6	213 – 218

The flatware customer names and addresses will be pulled as separate files by pattern or pattern grouping. To reduce the number of files to pull & transfer, Oneida will be specifying (using the pattern spreadsheet provided to them on 2/7/07) which patterns are to be grouped together on a file. Note that if patterns are grouped together on a single file, they will no longer be distinguished as different patterns.

Customer file(s) will be sent in the above fixed-length layout in ASCII format.

We would prefer to send the file(s) via ftp if Oneida is capable of receiving files via ftp.

Flatware Pattern Trademarks identified on Attachment 1 hereto

Flatware Inventory identified on Attachment 2 hereto

Images of Flatware on discs in the Hi Res Adobe Photoshop eps format to be provided to Oneida upon the Effective Date

Flatware Pattern Designs and associated Dies and Molds currently in Oneida's possession or control

ATTACHMENT 1 TO EXHIBIT A FLATWARE PATTERN TRADEMARKS

25904TUS001 ALEIGIANCE 161,176 1,102,550 REGISTERED 0125/2005 12718/2003 0906C2005 15001US001 ALEIGIANCE 161,176 1,102,550 REGISTERED 03.064/1978 091/91/978 15000US001 ARIEL 784669,414 3,160,902 REGISTERED 0627/2006 07/13/2005 10/17/2006 11/17/2006 11/17			contrary to the contrary of th		STRANTON CONTROL BELLEVIS AND			
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12/13/1968 04/21/1970 15/004/1970 12/13/1968 04/21/1970 15/005/1980 16/21/1970 15/005/1980 16/21/1970 15/005/1980 16/21/1970 11/23/1971 15/005/1980 16/21/1970 11/23/1971 15/005/1980 16/21/1970 11/23/1971 15/005/1980 15/007/1980 16/21/1990 16/21/1971 15/007/1980 16/21/1990 16/21/1	55003US001	ARIEL	78/669,414	3,160,902	REGISTERED	06/27/2006	07/13/2005	10/17/2006
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55033US001 SHORELINE 008,146 640,993 REGISTERED 05/11/1956 02/05/1957	55049US001	SHARONA	78/342,953	2,958,651	REGISTERED	12/21/2004		
55035US001 SPENCER 78/115,609 2,780,714 REGISTERED 01/07/2003 03/18/2002 11/04/2003			008,146	640,993	REGISTERED		05/11/1956	02/05/1957
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55037US001	ST, IVES	253,539	1,164,415	REGISTERED		03/10/1980	08/11/1981
55038US001	TENNYSON*	75/228,952	2,149,894	REGISTERED		01/21/1997	04/07/1998
55052US001	TWIN STAR ***	78/681,228	1	ALLOWED	12/26/2006	07/29/2005	
55041US001	WESTBROOK	76/417,565	2,774,832	REGISTERED		06/06/2002	10/21/2003
55043US001	YANKEE DOODLE	74/593,137	2,103,763	REGISTERED	06/03/1997	10/31/1994	10/07/1997

*Registered on the Supplemental Register

TRADEMARK REEL: 003669 FRAME: 0134

RECORDED: 11/29/2007

^{**} In June 2004 General Mills, Inc. entered into a Settlement and Consent Agreement allowing Waterford Wedgewood PLC to register "Caprice" for crystal stemware and drinking glasses in International Class 21 (Serial No. 76/473,286).

^{***}There is a Co-Existence Agreement (November 2006) between General Mills, Inc. and Zwilling J.A. Henckels AG (Germany) allowing registration of "Twin Star" in light of their TWIN registrations.