

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
The Quaker Oats Company		11/29/2011	CORPORATION: NEW JERSEY
RECEIVING PARTY DATA			
Name:	Sun Country Foods, Inc.		
Street Address:	c/o Brynwood Partners VI L.P.		
Internal Address:	8 Sound Short Drive		
City:	Greenwich		
State/Country:	CONNECTICUT		
Postal Code:	06830		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3223132	SUN COUNTRY	
Registration Number:	1028827	KRETSCHMER	
CORRESPONDENCE DATA			
Fax Number:	(212)308-4844		
Phone:	212-308-4411		
Email:	trademark@edwardswildman.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Edwards Wildman Palmer LLP		
Address Line 1:	F.D.R. Station		
Address Line 2:	P.O. Box 130		
Address Line 4:	New York, NEW YORK 10150		
ATTORNEY DOCKET NUMBER:	309408.0010		
NAME OF SUBMITTER:	Michael R. Rizzo		

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Signature:	/Michael R. Rizzo/
Date:	12/02/2011
Total Attachments: 4 source=Project Kitchen - US Trademark Assignment as filed#page1.tif source=Project Kitchen - US Trademark Assignment as filed#page2.tif source=Project Kitchen - US Trademark Assignment as filed#page3.tif source=Project Kitchen - US Trademark Assignment as filed#page4.tif	

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT, dated as of November 29, 2011 (the "Assignment"), is made by The Quaker Oats Company, a New Jersey corporation ("Assignor") whose business address is 555 W. Monroe Street, Chicago, Illinois, to Sun Country Foods, Inc., a Delaware corporation ("Assignee") whose business address is c/o Brynwood Partners VI L.P., 8 Sound Short Drive, Greenwich, Connecticut 06830.

WHEREAS, Assignor and Assignee are parties to a certain Asset Sale Agreement dated as of the date hereof (the "Purchase Agreement");

WHEREAS, Assignor has registered or sought registration for the trademarks listed on Exhibit A attached hereto (the "Trademarks");

WHEREAS, Assignor has agreed pursuant to the Purchase Agreement to sell, assign, transfer and deliver to Assignee all of Assignor's right, title and interest in, to and under the Trademarks and all applications and registrations therefor and the goodwill associated with the Trademarks; and

WHEREAS, all capitalized terms used without definition herein shall have the meaning specified in the Purchase Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Assignor hereby takes the following actions and makes the following agreement:

1. Assignor hereby sells, assigns, transfers and delivers to Assignee, Assignor's entire right, title and interest in, to and under the Trademarks and all applications and registrations therefor and the goodwill associated with the use of and symbolized by the Trademarks. Further, Assignor hereby assigns, transfers and sets over unto Assignee Assignor's rights, if any, to sue for and to collect damages, profits and other relief for any past infringement of the Trademarks.
2. At the request of Assignee, Assignor shall execute and deliver to Assignee any and all additional documents as Assignee may reasonably require to vest title to the Trademarks in Assignee and/or to carry out the intent of this Assignment.

[Signature page follows]

IN WITNESS WHEREOF, Assignee has duly executed this Assignment as of the day and year first above written.

THE QUAKER OATS COMPANY

By: Christopher Hall

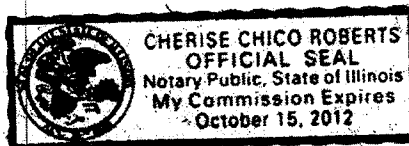
Name: Christopher Hall
Title: Authorized Person

Illinois
STATE OF ~~NEW YORK~~)
Cook) SS.
COUNTY OF ~~WESTCHESTER~~)

On November 28, 2011, before me Cherise Roberts, a Notary Public, personally appeared Christopher Hall, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he (~~she~~) executed the same in his (~~her~~) authorized capacity, and that by his (~~her~~) signature on the instrument the person or the entity upon behalf of which he (~~she~~) acted, executed this instrument.

WITNESS my hand and official seal

Cherise Chico Roberts
Notary Public



SUN COUNTRY FOODS, INC.

By: _____

Name: Ian B. MacTaggart

Title: President

[Signature page to U.S. Assignment of Trademarks]

IN WITNESS WHEREOF, Assignee has duly executed this Assignment as of the day and year first above written.

THE QUAKER OATS COMPANY

By: _____

Name: Christopher Hall
Title: Authorized Person

STATE OF NEW YORK)
) SS.
COUNTY OF WESTCHESTER)

On _____, 2011, before me _____, a Notary Public, personally appeared _____, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he (she) executed the same in his (her) authorized capacity, and that by his (her) signature on the instrument the person or the entity upon behalf of which he (she) acted, executed this instrument.

WITNESS my hand and official seal

Notary Public

SUN COUNTRY FOODS, INC.

By: _____

Name: Ian B. MacTaggart

Title: President

[Signature page to U.S. Assignment of Trademarks]

Exhibit A

Trademark	Registered Owner	Registration Number	Jurisdiction	Date of Registration
Sun Country	The Quaker Oats Company	3223132	United States	3/27/2007
KRETSCHMER	The Quaker Oats Company	1028827	United States	12/30/1975

See attached for foreign Kretschmer Trademarks.