

## 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
Dairyland USA Corp.		12/23/2011	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	The Chefs' Warehouse		
Street Address:	100 Ridge Road		
City:	Ridgefield		
State/Country:	CONNECTICUT		
Postal Code:	06877		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	3541721	PATISSE	
Registration Number:	3539456	THE CHEFS' WAREHOUSE	
Registration Number:	3002843	ZOCOCAO	
Registration Number:	2452543	SPOLETO	
Registration Number:	1407847	GRAND RESERVE	
Registration Number:	3697104	PATISSE FINE PASTRY INGREDIENTS	
Registration Number:	3206633	ZOCOCAO	
Serial Number:	85376018	CW	
Serial Number:	85375998	CW	
CORRESPONDENCE DATA			
Fax Number:	(347)342-3844		
Phone:	347 620 5291		
Email:	eric@adlervermillion.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			

OP \$240.00 3541721

Correspondent Name: Eric Adler  
Address Line 1: 68 Jay St.  
Address Line 2: STE. 201  
Address Line 4: Brooklyn, NEW YORK 11201

ATTORNEY DOCKET NUMBER:	CW.ASSIGN.DAIRYLANDTOCWI
NAME OF SUBMITTER:	Eric Adler
Signature:	/Eric Adler/
Date:	12/26/2011

Total Attachments: 3  
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source=AssnDairylandToCWI#page3.tif

TRADEMARK ASSIGNMENT

This trademark assignment agreement (this "Agreement") is made as of 12/23/2011 between Dairyland USA Corp., a New York corporation ("Assignor") and The Chefs' Warehouse, Inc., a Delaware corporation ("Assignee").

WHEREAS Assignor is wholly owned by Assignee; and

WHEREAS Assignor and Assignee wish to take advantage of certain administrative efficiencies by consolidating their respective trademark portfolios under Assignee;

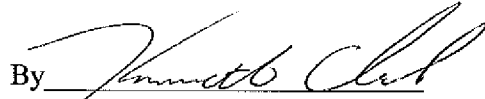
NOW THEREFORE for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the parties hereto agree as follows:

Assignor hereby assigns to Assignee (i) all trademarks, trade names, corporate names, company names, business names, fictitious business names, trade styles, service marks, logos, other source or business identifiers, prints and labels on which any of the foregoing have appeared or appear, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all applications in connection therewith including, without limitation, registrations, recordings and applications in the United States Patent and Trademark Office or in any similar office or agency of the United States, any state thereof or any other country or any political subdivision thereof; (ii) all reissues, extensions or renewals thereof; (iii) all rights of action, powers and benefit thereto, due or accrued, including the right to sue for and recover in the Assignee's own name and that of its successors, assigns and other legal representatives all remedies of every nature, including, without limitation, rights to injunctive relief, damages, profits, costs and attorney fees, arising out of past infringement of the marks or injury to the related goodwill; and, (iv) all goodwill of the business symbolized by any trademark. A list of registered trademarks, applications for trademark registration, and common law marks so assigned is attached hereto as Exhibit A.

*Signature Page Follows*

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed and authorized in the manner appropriate to each as of the date first written above.

ASSIGNOR  
DAIRYLAND USA CORP.

By   
Name: Kenneth Clark  
Title: Chief Financial Officer

ASSIGNEE  
THE CHEFS' WAREHOUSE, INC.


By   
Name: Kenneth Clark  
Title: Chief Financial Officer

EXHIBIT A – ASSIGNED MARKS

Registration or Description	Registration Number (Serial Number)
PATISSE	3541721
THE CHEFS' WAREHOUSE	3539456
ZOCOCAO	3002843
SPOLETO	2452543
GRAND RESERVE (design)	1407847
PATISSE FINE PASTRY INGREDIENTS (design)	3697104
ZOCOCAO (design)	3206633
CW (application for word mark)	(85376018)
CW (application for design mark)	(85375998)

Trademark Assignment Agreement  
*Exhibit A*