

ATTACHMENT A**REGISTRATIONS**

TRADEMARK	REG. NO.	ISSUE DATE
MEXICAN MEALS MADE EASY	2,263,248	Jul 20 1999
MEXICAN MEALS MADE EASY	2,269,133	Aug 10 1999
ORTEGA	2,013,197	Nov 5 1996
ORTEGA	1,883,777	Mar 14 1995
ORTEGA	1,865,107	Nov 29 1994
ORTEGA	1,049,767	Oct 5 1976
ORTEGA	724,887	Dec 5 1961
ORTEGA	607,388	Jun 14 1955
ORTEGA	2,127,230	Jan 6 1998
ORTEGA	2,241,950	Apr 27 1999
ORTEGA	2,165,889	Jun 16 1998
ORTEGA AND DESIGN	2,269,159	Aug 10 1999
ORTEGA AND DESIGN (with Blue Sunburst)	2,269,212	Aug 10 1999
ORTEGA AND DESIGN (with Sunburst)	2,269,160	Aug 10 1999
ORTEGA BOTTLE DESIGN	2,460,967	Jun 19 2001

ASSIGNMENT OF TRADEMARKS (U.S REGISTRATIONS)

August 21, 2003

WHEREAS, Société Des Produits Nestlé S.A., a société anonyme organized under the laws of Switzerland ("Seller"), is the owner of all right, title and interest in the trademarks identified in Attachment A (the "Trademarks") and the registration for such Trademarks shown in Attachment A; and

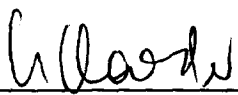
WHEREAS, O Brand Acquisition Corp., a Delaware corporation ("Buyer"), has on this date acquired from Seller certain assets and property used in Seller's business to which the Trademarks relate and desires to acquire all right, title and interest in the Trademarks, the registrations of the Trademarks shown in Attachment A and the goodwill of the business associated therewith and symbolized thereby.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound, Seller hereby assigns and transfers to Buyer all of its right, title and interest in and to the Trademarks, together with the trademark registrations shown in Attachment A, all income, royalties, damages and payments hereafter due or payable with respect thereto and all rights of action arising from the Trademarks on or after the date hereof, all claims for damages for reason of infringement or dilution of the Trademarks, in each case, arising after the date hereof, and the right to sue and collect damages for such infringement or dilution, to be held and enjoyed by Buyer for its own use and benefit and for its successor and assigns as the same would have been held by Seller had this assignment not been made, and all goodwill of the business associated with and symbolized by the Trademarks.

[Signature Page Follows]

IN WITNESS WHEREOF, this Assignment of Trademarks (U.S. Registrations) has been signed as of the day and year first written above.

SOCIÉTÉ DES PRODUITS NESTLÉ S.A.

By: 
Name: Jean-Pierre Maeder
Title: Authorized Signatory

S-1

Signature Page to Assignment of Trademarks (U.S. Registrations)

CONFIDENTIAL

TRADEMARK
REEL: 002823 FRAME: 0459

ATTACHMENT A**REGISTRATIONS**

TRADEMARK	REG. NO.	ISSUE DATE
MEXICAN MEALS MADE EASY	2,263,248	Jul 20 1999
MEXICAN MEALS MADE EASY	2,269,133	Aug 10 1999
ORTEGA	2,013,197	Nov 5 1996
ORTEGA	1,883,777	Mar 14 1995
ORTEGA	1,865,107	Nov 29 1994
ORTEGA	1,049,767	Oct 5 1976
ORTEGA	724,887	Dec 5 1961
ORTEGA	607,388	Jun 14 1955
ORTEGA	2,127,230	Jan 6 1998
ORTEGA	2,241,950	Apr 27 1999
ORTEGA	2,165,889	Jun 16 1998
ORTEGA AND DESIGN	2,269,159	Aug 10 1999
ORTEGA AND DESIGN (with Blue Sunburst)	2,269,212	Aug 10 1999
ORTEGA AND DESIGN (with Sunburst)	2,269,160	Aug 10 1999
ORTEGA BOTTLE DESIGN	2,460,967	Jun 19 2001

28585608.2 03021878

*CONFIDENTIAL***RECORDED: 09/08/2003****TRADEMARK
REEL: 002823 FRAME: 0460**