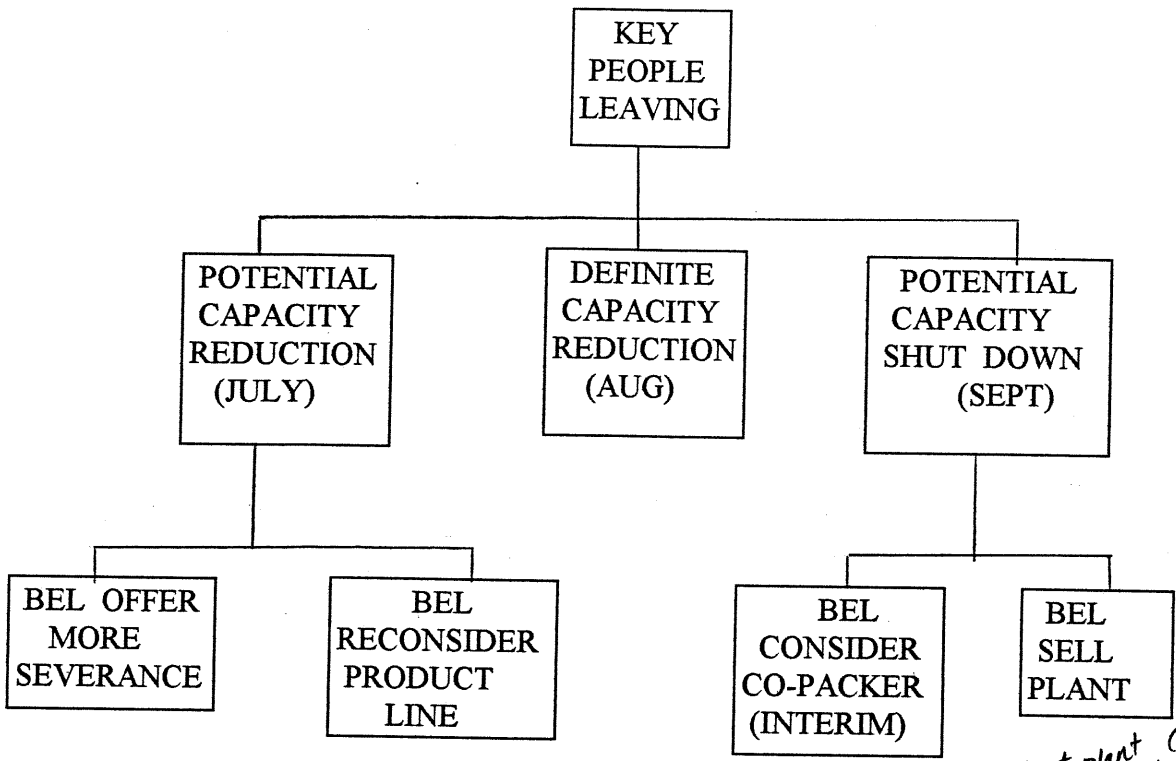


50A

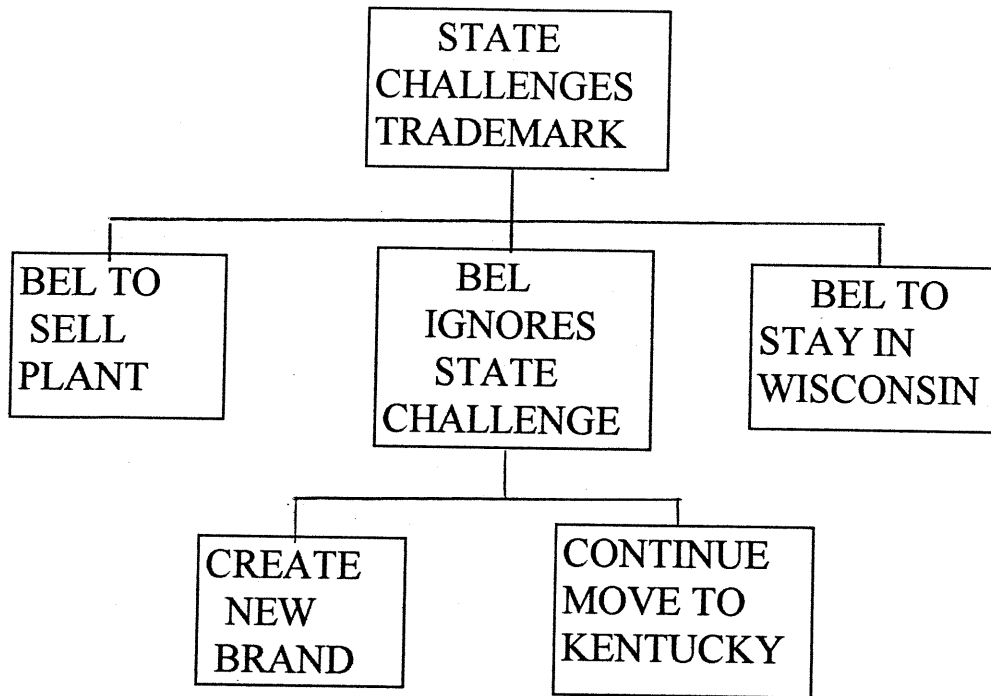
Gay Swartz
June, 1994

PLANT STATUS



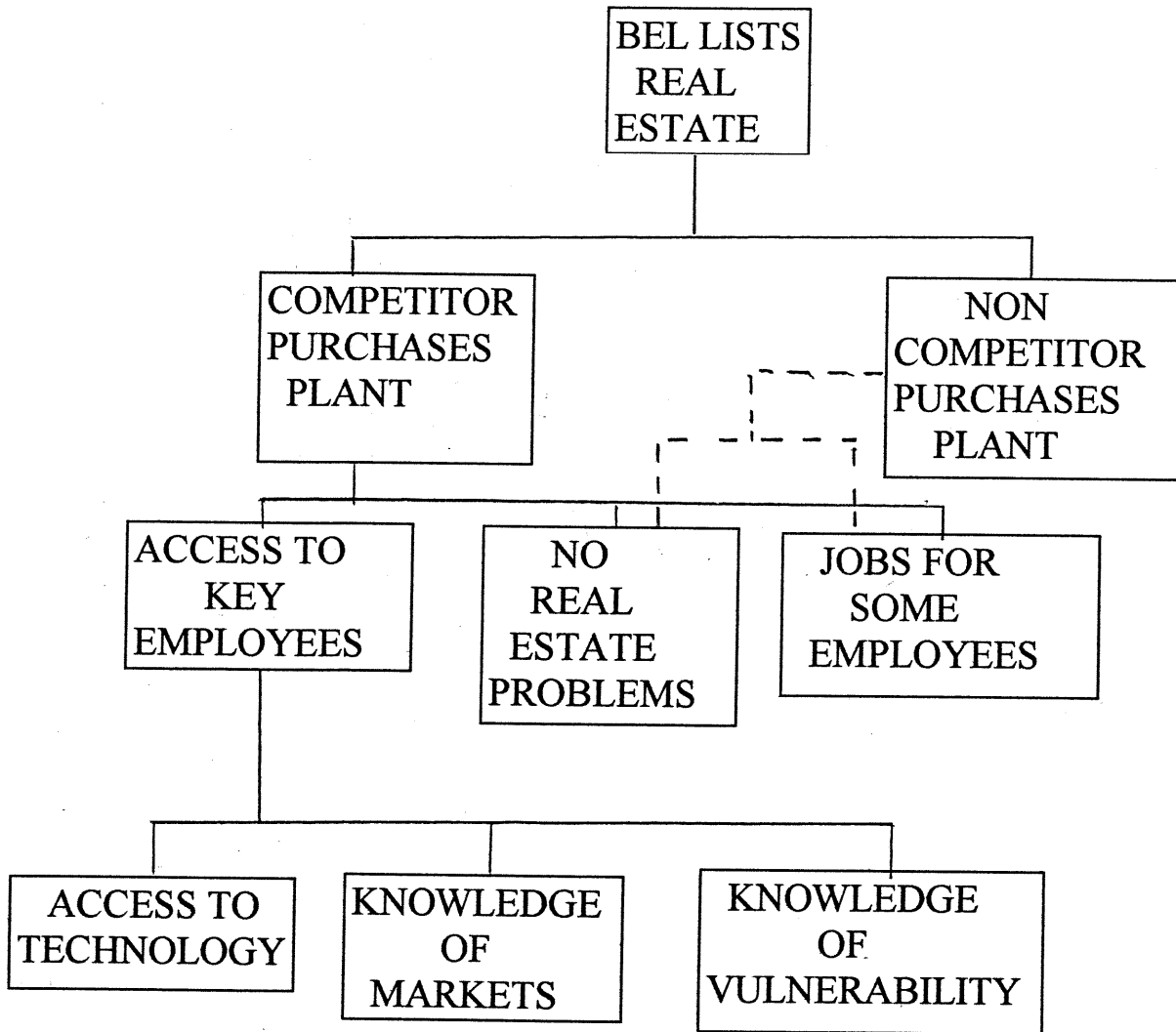
looked at plant (no deals)
-Kaukauna Club
-Brie (?) malting, Chilton

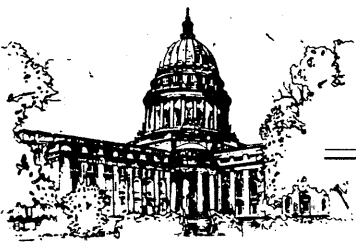
PLANT STATUS



- Swartz doesn't want to happen; will kill business

PLANT STATUS





ALVIN R. OTT

State Representative
June 21, 1994 3rd Assembly District

The Honorable James Doyle
Room 114 East
State Capitol
INTER-DEPARTMENTAL

Dear Attorney General Doyle:

As you may already know, the Fromageries Bel cheese processing plant in Hilbert will be closing its cheese processing operation on January 31, 1995. This is devastating news for the village of Hilbert. The plant employs 120 people on a full-time and seasonal basis.

The Hilbert operations will be moved to a Fromageries Bel plant in Leitchfield, Kentucky. While I wish there was something that could be done to persuade the company to maintain the facility in Hilbert, I realize there probably isn't at this point. However, I would like to do anything possible to try and salvage the trade name and product label "Wispride" which is used by Fromageries Bel.

I am requesting your assistance in researching the possibility of having the Wispride label released by Fromageries Bel for exclusive use by others in Wisconsin to carry on the quality and tradition this label implies of products made in Wisconsin. I feel it would be an injustice to the employees of the Hilbert plant, as well as the entire state, if Fromageries Bel continued to use the Wispride label on products made in Kentucky. It seems quite inappropriate and unethical for any company to use a label that implies the product was made in Wisconsin by Wisconsin residents when in fact it wasn't.

Thank you in advance for your consideration of my request. I have made the same request of Governor Thompson. Please do not hesitate to contact me if you would like to discuss this further.

Sincerely,

Alvin R. Ott
State Representative
3rd Assembly District

ARO:kjr

Enclosure



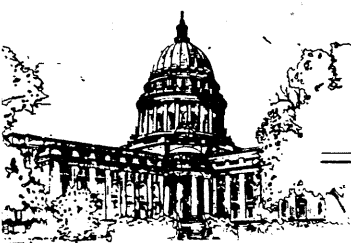
Office:
318 North
P.O. Box 8953, State Capitol
(608) 266-5831

**Toll-free
Legislative Hotline:**
1 (800) 362-9472

Home:
P.O. Box 112
Forest Junction, Wisconsin 54123
(414) 989-1240

Ranking Member: Agriculture, Forestry and Rural Affairs / **Member:** Environmental Resources; Labor and Job Training

Printed on recycled paper



ALVIN R. OTT

June 21, 1994

State Representative
3rd Assembly District

Mr. Robert Fievét
FROMAGERIES BEL S.A.
Direction Generale
16 Blvd. Malesherbes
Paris, France 75008

Dear Mr. Fievét:

It is with disappointment and extreme concern that I write this letter in regard to your decision to close the Fromageries Bel processing plant in Hilbert, Wisconsin, U.S.A. The decision to close and relocate this facility has serious implications that affect individuals and a community I represent.

I most earnestly and respectfully request your reconsideration of this drastic move. Although I anticipate this decision was made from a responsible business point of view, I would hope that all possible alternatives be reviewed and that all efforts are made to maintain this facility in Hilbert.

If there is no room for reconsideration, I stand insistent that the trade name and product label "Wispride" be released by Fromageries Bel for exclusive use by others in Wisconsin to carry on the quality and tradition this label implies of products made in Wisconsin. I feel it would be an injustice to the employees who worked at the Hilbert plant, as well as the entire state of Wisconsin, if Fromageries Bel continued to use the Wispride label on products made in Kentucky. It seems quite inappropriate and unethical for any company to use a label that implies the product was made in Wisconsin by Wisconsin residents when in fact it wasn't.

I hope that you will seriously consider my request to release the Wispride label. Please know that I have also formally requested Governor Tommy Thompson and Attorney General James Doyle to do what they can to salvage the Wispride label for continued use on Wisconsin products. I urge you to contact me if you would like to discuss this further or if I can be of any assistance in the release of the Wispride label.

Sincerely,

Alvin R. Ott
State Representative
3rd Assembly District

cc: Mr. Bertrand Dufort
Mr. Patrick Robbe'
Mr. Gary Swartz

Governor Tommy Thompson
Attorney General James Doyle



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ALVIN R. OTT

State Representative
June 21, 1994 3rd Assembly District

The Honorable Tommy G. Thompson
Room 115 East
State Capitol
INTER-DEPARTMENTAL

Dear Governor Thompson:

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Alvin R. Ott
State Representative
3rd Assembly District

ARO:kjr



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Ranking Member: Agriculture, Forestry and Rural Affairs / Member: Environmental Resources; Labor and Job Training

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6-21-94
~~April 1, 1996~~

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FROMAGERIES BEL S.A.
Direction Generale
16 Blvd. Malesherbes
Paris, France 75008

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I most earnestly and respectfully request your reconsideration of this drastic move. Although I anticipate this decision was made from a responsible business point of view, I would hope that all possible alternatives be reviewed and that all efforts are made to maintain this facility in Hilbert.

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Sincerely,

Alvin R. Ott
State Representative
3rd Assembly District

cc: Mr. Bertrand Dufort Governor Tommy Thompson
 Mr. Patrick Robbe' Attorney General James Doyle

Mr. Gary Swartz

June 21, 1994

The Honorable James Doyle
Room 114 East
State Capitol
INTER-DEPARTMENTAL

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Sincerely,

Alvin R. Ott
State Representative
3rd Assembly District

ARO:kjr

Enclosure

Village of Hilbert

Office of the
VILLAGE CLERK/TREASURER

26 North Sixth Street
HILBERT, WISCONSIN 54129

414-853-3241

June 23, 1994

Fromageries Bel, Inc.
2050 Center Ave.
Fort Lee, New Jersey 07024

ATTN: Alain Barbet
Vice Pres., Finance and Administration

Dear Alain Barbet:

We are writing this letter in regard to your announcement that Fromageries Bel will be ceasing their cheese processing operation in the Village of Hilbert, Wisconsin. The information we have been given is that the closing will occur Jan. 31, 1995.

Because Fromageries Bel and the Village of Hilbert maintained a good working relationship for a number of years, the arrival of this news was indeed unpleasant.

The impact to our Village is significant for a number of reasons. They are as follows:

1. As many as 120 citizens of our small Village will lose their jobs. With little industry in our Village, their next employer will most likely take them to a new municipality.
2. You have indicated that your decision is to close the operation, and not to allow anyone to purchase the facility to keep it operational. We have been informed that there are parties interested in buying the business. If you would allow purchase and operation of the facility, the impact to Hilbert would be less severe.
3. We have been informed that you wish to take the Wispride label to Kentucky. This label has been the symbol of Wisconsin's, and indeed Hilbert's pride for many years.
4. Most damaging, is the fact that we are in the process of building a new waste water treatment facility. In the year of 1993, we were informed by the Department of

Village of Hilbert

Office of the
VILLAGE CLERK/TREASURER

26 North Sixth Street
HILBERT, WISCONSIN 54129

414-853-3241

Natural Resources that our current facility was not able to properly process the waste water produced in our Village. Fromageries Bel was, and is, a high volume contributor to our treatment facility. We have plans in place to construct a new facility at the cost of approximately \$2,400,000.00. Construction is scheduled to begin in the upcoming months, with the Department of Natural Resources demanding a completion date of Dec. 1995. The plans were developed with the expectancy that Fromageries Bel would continue to need waste water treating capacity as it had in the past. The significant portion of the cost of construction that would have to be transferred from you to our citizens, will be a hardship for many.

With these issues at hand, we ask that you consider the following alternatives:

1. Change your decision and continue to successfully operate Fromageries Bel in Hilbert.
2. Sell the operation to a prospective buyer, and allow them to retain the Wispride label.
3. Fromageries Bel fund their share of the waste water treatment facility as originally planned.

With the extreme pressure of time placed upon us, we ask that you respond in writing with consideration and decision by July 15, 1994. Should you have questions, you may contact Dennis DuPrey at (414) 853-3241. We thank you for your time and attention.

Sincerely,

Hilbert Village Board members

FROMAGERIES BEL

16, B^{LD} MALESHERBES
Paris 8^e
TÉL. 40 07 72 50

Le Président

July 14, 1994

Mr. Alvin R. Ott
State Representative
Third Assembly District
318 North
P.O. Box 8953
State Capitol
Madison, Wisconsin

Dear Mr. Ott:

I am in receipt of your letter dated June 21, 1994, regarding the relocation of our Hilbert, Wisconsin manufacturing facility early next year.

As we have told our employees and the Village of Hilbert government, the decision to shut down operations at this plant and to transfer its equipment to another facility in Leitchfield, Kentucky was very difficult, and took three years to make.

Our decision to close this plant is not at all reflective of the quality of work done there. We have always felt privileged to employ such a dedicated staff. But as Fromageries Bel Inc. faces an overall decline in consumer demand for dairy products and a difficult competitive environment, we believe closing the Hilbert facility is the most sensible option.

We are actively pursuing the sale of our property in Wisconsin and have already received several proposals which could keep part or all of our labor force employed on the premises.

However, we respectfully disagree with the suggestion made in your letter that the Intellectual Property rights of Fromageries Bel, as embodied in the Wispride Trademark, may be available for use by others.

.../...

Mr Alvin R. Ott
July 14, 1994
Page 2

In the interest of maximum prudence and caution, I have asked our American trademark counsel to report on the protectability of the Wispride mark. A copy of his response is enclosed for your review. As you can see, we are very confident that our rights to our valuable WISPRIDE trademark are not even a matter of contention.

I personally understand your concerns and so do the executives in charge of our U.S. subsidiary. Please be assured that we are doing everything in our power to limit the implications of our decision on the individuals and community you represent.

As we make progress on this issue, we will keep your office posted. If you have additional questions, feel free to contact Patrick Robbé, Fromageries Bel Inc.'s President & CEO.

Sincerely yours,



Robert Fievet ^{RF}
Chairman & Chief Executive Officer

Enclosure : Letter from Jess M. Collen
McGlew and Tuttle, P.C.

cc : Governor Tommy Thompson
Attorney General James Doyle
Mr. Bertrand Dufort
Mr. Patrick Robbé
Mr. Gary Swartz

McGLEW AND TUTTLE, P.C.
International Patent and Trademark Law

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CHRISTOPHER D. GOODMAN, PATENT AGENT
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HILDA S. MCGLEW M.D., PATENT AGENT

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233 BROADWAY
SUITE 4701
NEW YORK, NY 10279
RENE PERRET J.D., OF COUNSEL

CABLE ADDRESS: PATENTEST NEWYORK
TELEX: 423536 MANT UI
FACSIMILE: (914) 941-5855

REPLY TO: SCARBOROUGH OFFICE

July 13, 1994

Mr. Robert Fievet
FROMAGERIES BEL S.A.
Direction Generale
16 Boulevard Malesherbes
Paris, FRANCE 75008

Re: Trademark : WISPRIDE
Our Ref. : GF-FROMAIV.5

Dear Mr. Fievet:

Please allow me to offer my comments on the letter of June 21, 1994, from Wisconsin State Representative Ott.

There is no legal question regarding Fromageries Bel's exclusive ownership and control of the WISPRIDE mark, nor is there any interpretation under Wisconsin trademark law which would divest Fromageries Bel of its long held rights in the WISPRIDE trademark.

The WISPRIDE mark is a federally-registered trademark. This mark was granted United States trademark 351,930 on November 16, 1937. The mark was subsequently renewed for an additional 20-year term in 1957 and again for a second time in 1977.

This trademark registration is eligible again for renewal in 1997.

FEDERAL TRADEMARK PROTECTION - AN OVERVIEW

The Federal system of trademark registration grants the trademark registrant the exclusive right to use the mark in commerce. Fromageries Bel would immediately be

Mr. Robert Fievet
July 13, 1994
Page 2

forced to bring suit for trademark infringement and unfair competition arising out of any use of the WISPRIDE trademark by any other entity.

The WISPRIDE mark is a coined mark. It is entitled to the strongest deference and protection. Along the spectrum of trademarks, there is a range from the unprotectable generic mark, to the most favored coined term. There are many degrees in between. A generic term is one such as "soap" to identify soap, or "cheese" to identify cheese. WISPRIDE does not fall under the Generic category.

As it is the function of the trademark to identify the source of a product, a manufacturer using the word "soap" could never credibly argue that the purchasing public has come to associate the word "soap" with one specific company as the source of all soap. The Federal Court of Appeals with jurisdiction over Wisconsin (7th Circuit) has adopted and repeated the most often cited hierarchy of trademarks:

A term for which trademark protection is claimed will fit somewhere in the spectrum which ranges through (1) generic or common descriptive and (2) merely descriptive to (3) suggestive and (4) arbitrary or fanciful. As the ease with which hues in the solar spectrum may be classified on the basis of perception will depend upon where they fall in that spectrum, so it is with the term on the trademark spectrum. Miller Brewing Company v. G. Heileman Brewing Co., Inc., 195 U.S.P.Q. 281, 284 (Cir. 7. 1977).

There is a standard legal treatise by the name of Trademark Protection and Practice, edited by Jerome Gilson, Matthew Bender and Co. Inc., New York, 1993. For the purpose of explaining trademark law, the Gilson text has devised a ranking system for various words and their ability to function as trademarks. The least capable are awarded the score 0, with the most favored a score of 10. A generic term (such as "cheese" to describe cheese) is awarded 0 points. WISPRIDE is not a generic term.

Descriptive terms are those terms which may designate a particular characteristic of a product, such as TASTY, MILD or even WISCONSIN as applied to cheese products

Mr. Robert Fievet
Page 3
July 13, 1994

(WISCONSIN, being descriptive on the grounds that it describes the geographic source of the goods). WISPRIDE is not a descriptive term.

A familiar example of a geographic term given trademark protection is WALTHAM for watches produced in Waltham, Massachusetts. The U. S. Supreme Court has ruled that, in Professor McCarthy's words:

Once proof of secondary meaning is established, a geographically descriptive term will be protected in the same manner as any "strong" mark. McCarthy on Trademarks, 3d Edition, J. Thomas McCarthy, §14.05 [(2)] Clarke Boardman.

Descriptive trademarks, though ranking fairly low on the trademark scale, are given trademark protection when the trademark owner uses a particular mark exclusively for a period of time. The federal trademark statute refers to a five-year term as raising a presumption of distinctiveness (as established by the federal Trademark Act; the Lanham Act, 15 U.S.C. 1052(f)).

Climbing higher still up the ladder of trademark protectability, we find trademarks which are suggestive. Suggestive trademarks may call to mind a particular feature or characteristic of the product without actually describing the product. The word PASTURE may cause consumers to conjure up images of the type of setting where they believe their dairy products originate. However, since PASTURE would only make a favorable suggestion when applied to cheese or dairy products, but not describe such products, the word would be immediately available for use and protection as a trademark, even without any history of past use by the trademark owner.

Finally, we come to marks which are entirely invented or fanciful. Applying the word APPLE to computers is arbitrary. Inventing the word such as KODAK is also arbitrary. These are the strongest trademarks. The coined term WISPRIDE falls into this most favored class of protectable trademark.

Mr. Robert Fievet
Page 4
July 13, 1994

CONCLUSION

WISPRIDE is not found in any dictionary. It is not found in any atlas, gazetteer, or any other reference book. It is the trademark of Fromageries Bel. It has been used exclusively as a trademark to identify the goods emanating from a specific company since the 1930's. As such, WISPRIDE has one meaning and one meaning only: as a designation of a particular product, emanating from a particular company. Such is the nature of trademarks. Such is the nature of protectable trademarks.

The suggestion that the WISPRIDE should be available for exclusive use by others in the State of Wisconsin runs contrary to every tenet and principal of American trademark law, and contrary to trademark laws as they have been interpreted by the federal and state courts in the State of Wisconsin.

The WISPRIDE mark does not tell consumers that a product emanates from the State of Wisconsin or is manufactured by Wisconsin residents. Even in 1937 when this trademark registration was first granted by the United States Patent Office (now the U.S. Patent and Trademark Office), there was an acknowledgment that the mark functioned as a trademark without any descriptive characteristic whatsoever. I do not want to belabor this by discussing the origins and evolution of trademark law in the United States, but I think it is significant for you to know that WISPRIDE as a trademark was registered at a time when descriptive marks were not generally permitted registration.

The WISPRIDE mark was first used on July 20, 1936, and the trademark application was filed only a month later on August 24, 1936. Registration was granted on November 16, 1937 without any requirement or proof that the mark had become distinctive. The Trademark Office accepted the fact that WISPRIDE was a true and proper trademark without any descriptive characteristics. The mark has been in continuous use for over half a century.

As a simple matter of trademark law, the WISPRIDE mark designates a single company as the source of the products sold under the WISPRIDE mark. There is no legal basis for any other person or company, including the State of Wisconsin, to consider, even for a moment, use of Fromageries Bel's trademark. Any other companies in Representative Ott's district, throughout the state, or nationwide are free to sell cheese

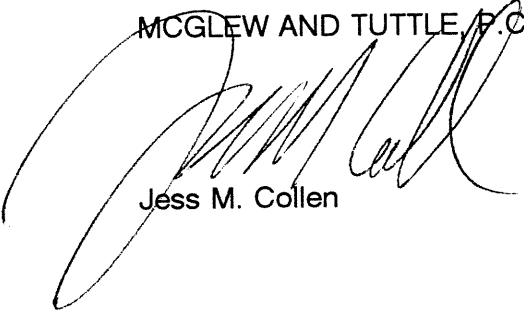
Mr. Robert Fievet
Page 5
July 13, 1994

products under their own marks. But any use of the WISPRIDE name, or any creation or adoption of any name confusingly similar to WISPRIDE violates the Lanham Act, Wisconsin state law and the common law.

Suggesting that the WISPRIDE brand may be available to other is not merely implausible. It contradicts the entire theory and purpose of U.S. federal and Wisconsin state trademark law.

Very truly yours,

MC GLEW AND TUTTLE, P.C.



Jess M. Collen

JMC:dec
frombeV.11



FROMAGERIES BEL, INC.

2050 Center Avenue • Fort Lee, New Jersey 07024 • Telephone: (201) 592-6601.

July 14, 1994

SENT BY FEDERAL EXPRESS

Village of Hilbert Board Members
26 North Sixth Street
Hilbert, Wisconsin 54129

Dear Members of the Board:

I am in receipt of your letter dated June 23, 1994 regarding our decision to close the Hilbert facility effective January 31, 1995.

We acknowledge your concerns and would like to make the following comments.

- We have never indicated that we would prevent anyone from purchasing the facility to keep it operational. On the contrary, we are actively seeking buyers who could keep part or all of our labor force employed in Hilbert. As of today, we have received several proposals and hope we can enter into a sales contract within the next couple of weeks.
- The WISPRIDE trademark belongs to Fromageries Bel and as indicated in the enclosed letter from our trademark counsel, there is no legal basis for any person or company, including the State of Wisconsin, to consider, even for a moment, the use of Fromageries Bel trademark.
- We understand the Village of Hilbert's concerns about the new waste water treatment facility and that it must be completed before the end of 1995. Obviously, Fromageries Bel's decision to close the manufacturing plant may indeed affect the Village's plans for the WWT facility. We cannot, however, take this element into consideration as we have not entered into a contractual agreement covering any obligation vis-à-vis the facility.

July 13, 1994
Village of Hilbert Board Members

In view of the above, here are our answers to your proposed alternatives:

1. Our decision is final and we will not continue operations in Hilbert after March 31, 1995 once our manufacturing and distribution operations are completely transferred to Kentucky.
2. We are actively seeking a prospective buyer for the building and land but will not allow anyone to use the WISPRIDE trademark. Fromageries Bel would immediately be forced to bring suit for trademark infringement and unfair competition arising out of any use of the WISPRIDE mark by any other entity.
3. Fromageries Bel regrets any inconvenience to the Village but since it was not consulted as to the initial design of the building of the Waste Water Treatment facility, nor did it sign any contract to fund that facility, it is not able to honor the request that it fund any portion of its construction.


If you want to discuss these issues further please feel free to contact me at (201) 592-6601. As we make progress on the prospective sale of your property, we will keep the Board posted.

Sincerely,



Alain Barbet
Vice President, Finance and
Administration

encl: Letter from Jess Collen,
McGlew and Tuttle

cc: P. Robbé, President

P. Friesler, Davis & Kuelthau

McGLEW AND TUTTLE, P.C.
International Patent and Trademark Law

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RENE PERRET J.O., OF COUNSEL

CABLE ADDRESS: PATENTEST NEWYORK
TELEX: 423336 MANT UI
FACSIMILE: (914) 941-5855

REPLY TO: SCARBOROUGH OFFICE

July 13, 1994

Mr. Robert Fievet
FROMAGERIES BEL S.A.
Direction Generale
16 Boulevard Maiesherbes
Paris, FRANCE 75008

Re: Trademark : WISPRIDE
Our Ref. : GF-FROMAIV.5

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July 13, 1994
Page 2

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The WISPRIDE mark is a coined mark. It is entitled to the strongest deference and protection. Along the spectrum of trademarks, there is a range from the unprotectable generic mark, to the most favored coined term. There are many degrees in between. A generic term is one such as "soap" to identify soap, or "cheese" to identify cheese. WISPRIDE does not fall under the Generic category.

As it is the function of the trademark to identify the source of a product, a manufacturer using the word "soap" could never credibly argue that the purchasing public has come to associate the word "soap" with one specific company as the source of all soap. The Federal Court of Appeals with jurisdiction over Wisconsin (7th Circuit) has adopted and repeated the most often cited hierarchy of trademarks:

A term for which trademark protection is claimed will fit somewhere in the spectrum which ranges through (1) generic or common descriptive and (2) merely descriptive to (3) suggestive and (4) arbitrary or fanciful. As the case with which hues in the solar spectrum may be classified on the basis of perception will depend upon where they fall in that spectrum, so it is with the term on the trademark spectrum. Miller Brewing Company v. G. Heileman Brewing Co., Inc., 195 U.S.P.Q. 281, 284 (Cir. 7. 1977).

There is a standard legal treatise by the name of Trademark Protection and Practice, edited by Jerome Gilson, Matthew Bender and Co. Inc., New York, 1993. For the purpose of explaining trademark law, the Gilson text has devised a ranking system for various words and their ability to function as trademarks. The least capable are awarded the score 0, with the most favored a score of 10. A generic term (such as "cheese" to describe cheese) is awarded 0 points. WISPRIDE is not a generic term.

Descriptive terms are those terms which may designate a particular characteristic of a product, such as TASTY, MILD or even WISCONSIN as applied to cheese products

Mr. Robert Fievet
Page 3
July 13, 1994

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A familiar example of a geographic term given trademark protection is WALTHAM for watches produced in Waltham, Massachusetts. The U. S. Supreme Court has ruled that, in Professor McCarthy's words:

Once proof of secondary meaning is established, a geographically descriptive term will be protected in the same manner as any "strong" mark. McCarthy on Trademarks, 3d Edition, J. Thomas McCarthy, §14.05 [(2)] Clarke Boardman.

Descriptive trademarks, though ranking fairly low on the trademark scale, are given trademark protection when the trademark owner uses a particular mark exclusively for a period of time. The federal trademark statute refers to a five-year term as raising a presumption of distinctiveness (as established by the federal Trademark Act; the Lanham Act, 15 U.S.C. 1052(f)).

Climbing higher still up the ladder of trademark protectability, we find trademarks which are suggestive. Suggestive trademarks may call to mind a particular feature or characteristic of the product without actually describing the product. The word PASTURE may cause consumers to conjure up images of the type of setting where they believe their dairy products originate. However, since PASTURE would only make a favorable suggestion when applied to cheese or dairy products, but not describe such products, the word would be immediately available for use and protection as a trademark, even without any history of past use by the trademark owner.

Finally, we come to marks which are entirely invented or fanciful. Applying the word APPLE to computers is arbitrary. Inventing the word such as KODAK is also arbitrary. These are the strongest trademarks. The coined term WISPRIDE falls into this most favored class of protectable trademark.

Mr. Robert Flevet
Page 4
July 13, 1994

CONCLUSION

WISPRIDE is not found in any dictionary. It is not found in any atlas, gazetteer, or any other reference book. It is the trademark of Fromageries Bel. It has been used exclusively as a trademark to identify the goods emanating from a specific company since the 1930's. As such, WISPRIDE has one meaning and one meaning only: as a designation of a particular product, emanating from a particular company. Such is the nature of trademarks. Such is the nature of protectable trademarks.

The suggestion that the WISPRIDE should be available for exclusive use by others in the State of Wisconsin runs contrary to every tenet and principal of American trademark law, and contrary to trademark laws as they have been interpreted by the federal and state courts in the State of Wisconsin.

The WISPRIDE mark does not tell consumers that a product emanates from the State of Wisconsin or is manufactured by Wisconsin residents. Even in 1937 when this trademark registration was first granted by the United States Patent Office (now the U.S. Patent and Trademark Office), there was an acknowledgment that the mark functioned as a trademark without any descriptive characteristic whatsoever. I do not want to belabor this by discussing the origins and evolution of trademark law in the United States, but I think it is significant for you to know that WISPRIDE as a trademark was registered at a time when descriptive marks were not generally permitted registration.

The WISPRIDE mark was first used on July 20, 1936, and the trademark application was filed only a month later on August 24, 1936. Registration was granted on November 16, 1937 without any requirement or proof that the mark had become distinctive. The Trademark Office accepted the fact that WISPRIDE was a true and proper trademark without any descriptive characteristics. The mark has been in continuous use for over half a century.

As a simple matter of trademark law, the WISPRIDE mark designates a single company as the source of the products sold under the WISPRIDE mark. There is no legal basis for any other person or company, including the State of Wisconsin, to consider, even for a moment, use of Fromageries Bel's trademark. Any other companies in Representative Ott's district, throughout the state, or nationwide are free to sell cheese

Mr. Robert Fievet
Page 5
July 13, 1994

products under their own marks. But any use of the WISPRIDE name, or any creation or adoption of any name confusingly similar to WISPRIDE violates the Lanham Act, Wisconsin state law and the common law.

Suggesting that the WISPRIDE brand may be available to other is not merely implausible. It contradicts the entire theory and purpose of U.S. federal and Wisconsin state trademark law.

Very truly yours,

MCGLEW AND TUTTLE, P.C.



Jess M. Collen

JMC:dec
trombeV.11



STATE OF WISCONSIN
DEPARTMENT OF JUSTICE

JAMES E. DOYLE
ATTORNEY GENERAL
Burneatta L. Bridge
Deputy Attorney General

July 18, 1994

114 East, State Capitol
P.O. Box 7857
Madison, WI 53707-7857
608/266-1221

The Honorable Alvin R. Ott
State Representative
318 North, State Capitol
Madison, Wisconsin 53702

Dear Mr. Ott:

I wanted to give you a progress report in response to your recent letter regarding the closure of the Fromageries Bel cheese plant in Hilbert and the issue of continued use of the trademark "WISPRIDE." As I understand, Assistant Attorney General Bob Larsen has advised you on several occasions we feel that in order to evaluate the situation, we first need to obtain the basic information about the trademark.

By letter of June 16, 1994, and contemporaneous telephone conversations, our office did engage the services of American Patent Services in Arlington, Virginia, to provide the needed information. Unfortunately, we just recently learned that our letter formalizing our request and providing examples of the mark was not received until June 29, 1994.

On July 7, 1994, we received the attached documentation and we expect to receive the remainder of the associated documentation this week.

Once we have this basic information, we expect to evaluate the situation and advise you of our findings in a matter of days.

Sincerely,

James E. Doyle
Attorney General

JED:RWL:jlb

Enclosure

cor\c9406230.6

LITMAN LAW OFFICES, LTD.

PATENTS, TRADEMARKS, COPYRIGHTS, AND RELATED MATTERS

SUITE 800-801
CRYSTAL SQUARE II
1725 S. JEFFERSON DAVIS HWY.
ARLINGTON, VA 22202
(703) 412-1000

PLEASE REPLY TO:
P.O. Box 15035
CRYSTAL CITY STATION
ARLINGTON, VA 22215-0035
FACSIMILE: (703) 412-7000

FACSIMILE TRANSMITTAL SHEET

TO: Mary Celentani

FIRM NAME: State of Wisconsin

FACSIMILE NUMBER: 608-257-2223

FROM: Cathy

OUR REFERENCE NUMBER: 9209.00

NUMBER OF PAGES (INCLUDING THIS SHEET): 4

DATE: July 7, 1994

TIME: 12:00 P.M.

**IF YOU DO NOT RECEIVE ALL PAGES IN THIS TRANSMITTAL, CALL
(703) 412-1000**

*Give me a call if you need anything
p.lse. Extension 117 - Cathy*

Int. Cl.: 29

Prior U.S. Cl.: 46

Reg. No. 1,470,793

Registered Dec. 29, 1987

United States Patent and Trademark Office

**TRADEMARK
PRINCIPAL REGISTER**

WISPRIDE CHEESEREE

FROMAGERIES BEL. INC. (NEW JERSEY COR-
PORATION)
2050 CENTER AVENUE
FORT LEE, NJ 07824

FIRST USE 6-30-1986; IN COMMERCE
6-30-1986.
OWNER OF U.S. REG. NO. 351,930 AND
OTHERS.

SER. NO. 610,630. FILED 7-21-1986.

FOR: PASTEURIZED PROCESS CHEESE
SPREAD, IN CLASS 29 (U.S. CL. 46).

ROGER KATZ, EXAMINING ATTORNEY

MARKS
SWORDS

46

Registered Nov. 16, 1937

Trade-Mark 351,930

RENEWED

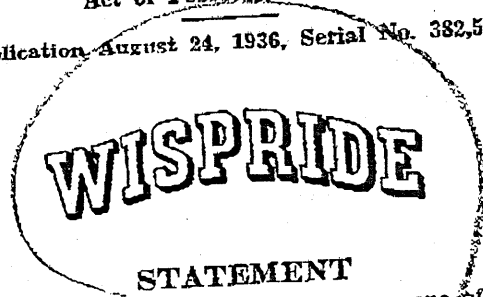
*Calumet Cheese Company, Inc.,
Hilbert, Wis.*

UNITED STATES PATENT OFFICE

Wisconsin Cheese Publicity Association, Inc.,
Kiel, Wis.

Act of February 20, 1905

Application AUGUST 24, 1936, Serial No. 382,543



STATEMENT

To all whom it may concern:

Be it known that Wisconsin Cheese Publicity Association, Inc., a corporation duly organized under the laws of the State of Wisconsin and having a principal place of business in the city of Kiel, in the county of Manitowoc, State of Wisconsin, and doing business at Kiel, Wisconsin, has adopted and used the trade-mark as shown in the accompanying drawing, for CHEESE, in Class 46, Foods and ingredients of foods.

The trade-mark has been continuously used in the business of said corporation since July 20, 1936.

The trade-mark is applied or affixed to the

goods by means of directly printing, stamping, or otherwise delineating the trade-mark thereon.

The undersigned hereby appoints Ira Milton Jones, registration No. 10,811, whose postal address is 110 East Wisconsin Avenue, Milwaukee, Wisconsin, his attorney to prosecute this application for registration, with full powers of substitution and revocation, and to make alterations and amendments therein, to receive the certificate, and to transact all business in the Patent Office connected therewith.

**WISCONSIN CHEESE PUBLICITY
ASSOCIATION, INC.**

By C. C. BRICK,
President.

Int. Cl.: 29

Prior U.S. Cl.: 46

United States Patent and Trademark Office

Reg. No. 1,374,098
Registered Dec. 3, 1985

**TRADEMARK
PRINCIPAL REGISTER**

THE PRIDE OF WISCONSIN

SOCIETE DES PRODUITS NESTLE S.A. (SWIT-
ZERLAND CORPORATION)
1800 VEVEY
CANTON OF VAUD, SWITZERLAND

FOR: CHEESE, IN CLASS 29 (U.S. CL. 46).
FIRST USE 8-8-1984; IN COMMERCE
8-8-1984.

NO CLAIM IS MADE TO THE EXCLUSIVE
RIGHT TO USE "WISCONSIN", APART FROM
THE MARK AS SHOWN.

SER. NO. 535,517, FILED 3-2-1985.

JESSIE N. MARSHALL, EXAMINING ATTOR-
NEY

1. DETACH YELLOW 2. SEND WHITE AND PINK PARTS WITH CARBON TO PERSON ADDRESSED

1. WRITE REPLY AT BOTTOM. 2. DETACH STUB, RETAIN WHITE COPY AND RETURN PINK COPY TO SENDER.

REPLY MESSAGE #77

To

Mr. Alvin Scott

From

FROMAGERIES BEL, INC.
129 N. 7th Street
P.O. Box 389
Hilbert, WI 54129-0389
Phone 414 853-3511

SUBJECT

DATE

7/14/54

Reply Message

FOLD Y

MESSAGE

I thought you might want a copy of Fromageries' Bel's
response to the Valley of Hilbert.
Your comment on the Testimonial again we appreciated

Thank you for the help

Tom Jones

REPLY

SIGNED

DATE OF REPLY

REPLY TO

RECIPIENT

SIGNED



FROMAGERIES BEL, INC.

2050 Center Avenue • Fort Lee, New Jersey 07024 • Telephone: (201) 592-6601.

July 14, 1994

SENT BY FEDERAL EXPRESS

Village of Hilbert Board Members
26 North Sixth Street
Hilbert, Wisconsin 54129

Dear Members of the Board:

I am in receipt of your letter dated June 23, 1994 regarding our decision to close the Hilbert facility effective January 31, 1995.

We acknowledge your concerns and would like to make the following comments.

- We have never indicated that we would prevent anyone from purchasing the facility to keep it operational. On the contrary, we are actively seeking buyers who could keep part or all of our labor force employed in Hilbert. As of today, we have received several proposals and hope we can enter into a sales contract within the next couple of weeks.
- The WISPRIDE trademark belongs to Fromageries Bel and as indicated in the enclosed letter from our trademark counsel, there is no legal basis for any person or company, including the State of Wisconsin, to consider, even for a moment, the use of Fromageries Bel trademark.
- We understand the Village of Hilbert's concerns about the new waste water treatment facility and that it must be completed before the end of 1995. Obviously, Fromageries Bel's decision to close the manufacturing plant may indeed affect the Village's plans for the WWT facility. We cannot, however, take this element into consideration as we have not entered into a contractual agreement covering any obligation vis-à-vis the facility.

July 13, 1994
Village of Hilbert Board Members

In view of the above, here are our answers to your proposed alternatives:

1. Our decision is final and we will not continue operations in Hilbert after March 31, 1995 once our manufacturing and distribution operations are completely transferred to Kentucky.
2. We are actively seeking a prospective buyer for the building and land but will not allow anyone to use the WISPRIDE trademark. Fromageries Bel would immediately be forced to bring suit for trademark infringement and unfair competition arising out of any use of the WISPRIDE mark by any other entity.
3. Fromageries Bel regrets any inconvenience to the Village but since it was not consulted as to the initial design of the building of the Waste Water Treatment facility, nor did it sign any contract to fund that facility, it is not able to honor the request that it fund any portion of its construction.


If you want to discuss these issues further please feel free to contact me at (201) 592-6601. As we make progress on the prospective sale of your property, we will keep the Board posted.

Sincerely,



Alain Barbet
Vice President, Finance and
Administration

encl: Letter from Jess Collen,
McGlew and Tuttle

cc: P. Robbé, President

P. Friesler, Davis & Kuelthau

McGLEW AND TUTTLE, P.C.
International Patent and Trademark Law

SCARBOROUGH STATION

SCARBOROUGH, NEW YORK 10510-0827

TEL: (914) 941-5600

JOHN J. MCGLEW J.D., NY, NJ, DC BARS
JOHN JAMES MCGLEW J.D., NY, NJ, DC BARS
JESS M. COLLEN J.D., NY, MA, DC BARS
MARION R. TUTTLE J.D.
HILDA S. D. MCGLEW J.D., NY, NJ, BARS
JANE F. COLLEN J.D., NY, MA, DC BARS
CECELIA M. PERRY J.D., NJ BAR ONLY
ARTHUR T. FATTIGNE J.D., CT, DC BARS ONLY

CHRISTOPHER D. GOODMAN, PATENT AGENT
THEOBALD DENGLER, PATENT AGENT
CLARIO CECCON J.D., PATENT AGENT
HILDA S. MCGLEW M.D., PATENT AGENT

DOWNTOWN OFFICE
THE WOOLWORTH BUILDING
LAURENCE G. DENGLER J.D., OF COUNSEL
233 BROADWAY
SUITE 4701
NEW YORK, NY 10270

RENE PERRET J.D., OF COUNSEL

CABLE ADDRESS: PATENTEST NEWYORK
TELEX: 423536 MANT UI
FACSIMILE: (914) 941-5855

REPLY TO: SCARBOROUGH OFFICE

July 13, 1994

Mr. Robert Fievet
FROMAGERIES BEL S.A.
Direction Generale
16 Boulevard Malesherbes
Paris, FRANCE 75008

Re: Trademark : WISPRIDE
Our Ref. : GF-FROMAIV.5

Dear Mr. Fievet:

Please allow me to offer my comments on the letter of June 21, 1994, from Wisconsin State Representative Ott.

There is no legal question regarding Fromageries Bel's exclusive ownership and control of the WISPRIDE mark, nor is there any interpretation under Wisconsin trademark law which would divest Fromageries Bel of its long held rights in the WISPRIDE trademark.

The WISPRIDE mark is a federally-registered trademark. This mark was granted United States trademark 351,930 on November 16, 1937. The mark was subsequently renewed for an additional 20-year term in 1957 and again for a second time in 1977.

This trademark registration is eligible again for renewal in 1997.

FEDERAL TRADEMARK PROTECTION - AN OVERVIEW

The Federal system of trademark registration grants the trademark registrant the exclusive right to use the mark in commerce. Fromageries Bel would immediately be

Mr. Robert Fievet
July 13, 1994
Page 2

forced to bring suit for trademark infringement and unfair competition arising out of any use of the WISPRIDE trademark by any other entity.

The WISPRIDE mark is a coined mark. It is entitled to the strongest deference and protection. Along the spectrum of trademarks, there is a range from the unprotectable generic mark, to the most favored coined term. There are many degrees in between. A generic term is one such as "soap" to identify soap, or "cheese" to identify cheese. WISPRIDE does not fall under the Generic category.

As it is the function of the trademark to identify the source of a product, a manufacturer using the word "soap" could never credibly argue that the purchasing public has come to associate the word "soap" with one specific company as the source of all soap. The Federal Court of Appeals with jurisdiction over Wisconsin (7th Circuit) has adopted and repeated the most often cited hierarchy of trademarks:

A term for which trademark protection is claimed will fit somewhere in the spectrum which ranges through (1) generic or common descriptive and (2) merely descriptive to (3) suggestive and (4) arbitrary or fanciful. As the ease with which hues in the solar spectrum may be classified on the basis of perception will depend upon where they fall in that spectrum, so it is with the term on the trademark spectrum. Miller Brewing Company v. G. Heileman Brewing Co., Inc., 195 U.S.P.Q. 281, 284 (Cir. 7, 1977).

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Descriptive terms are those terms which may designate a particular characteristic of a product, such as TASTY, MILD or even WISCONSIN as applied to cheese products

Mr. Robert Fievet
Page 3
July 13, 1994

(WISCONSIN, being descriptive on the grounds that it describes the geographic source of the goods). WISPRIDE is not a descriptive term.

A familiar example of a geographic term given trademark protection is WALTHAM for watches produced in Waltham, Massachusetts. The U. S. Supreme Court has ruled that, in Professor McCarthy's words:

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Descriptive trademarks, though ranking fairly low on the trademark scale, are given trademark protection when the trademark owner uses a particular mark exclusively for a period of time. The federal trademark statute refers to a five-year term as raising a presumption of distinctiveness (as established by the federal Trademark Act; the Lanham Act, 15 U.S.C. 1052(f)).

Climbing higher still up the ladder of trademark protectability, we find trademarks which are suggestive. Suggestive trademarks may call to mind a particular feature or characteristic of the product without actually describing the product. The word PASTURE may cause consumers to conjure up images of the type of setting where they believe their dairy products originate. However, since PASTURE would only make a favorable suggestion when applied to cheese or dairy products, but not describe such products, the word would be immediately available for use and protection as a trademark, even without any history of past use by the trademark owner.

Finally, we come to marks which are entirely invented or fanciful. Applying the word APPLE to computers is arbitrary. Inventing the word such as KODAK is also arbitrary. These are the strongest trademarks. The coined term WISPRIDE falls into this most favored class of protectable trademark.

Mr. Robert Fievet

Page 4

July 13, 1994

CONCLUSION

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The suggestion that the WISPRIDE should be available for exclusive use by others in the State of Wisconsin runs contrary to every tenet and principal of American trademark law, and contrary to trademark laws as they have been interpreted by the federal and state courts in the State of Wisconsin.

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The WISPRIDE mark was first used on July 20, 1936, and the trademark application was filed only a month later on August 24, 1936. Registration was granted on November 16, 1937 without any requirement or proof that the mark had become distinctive. The Trademark Office accepted the fact that WISPRIDE was a true and proper trademark without any descriptive characteristics. The mark has been in continuous use for over half a century.

As a simple matter of trademark law, the WISPRIDE mark designates a single company as the source of the products sold under the WISPRIDE mark. There is no legal basis for any other person or company, including the State of Wisconsin, to consider, even for a moment, use of Fromageries Bel's trademark. Any other companies in Representative Ott's district, throughout the state, or nationwide are free to sell cheese

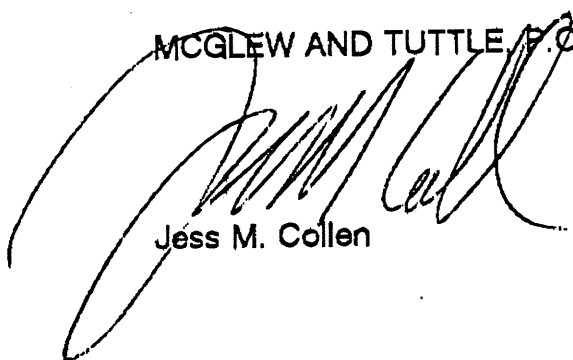
Mr. Robert Fievet
Page 5
July 13, 1994

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Suggesting that the WISPRIDE brand may be available to other is not merely implausible. It contradicts the entire theory and purpose of U.S. federal and Wisconsin state trademark law.

Very truly yours,

MCGLEW AND TUTTLE, P.C.



Jess M. Collen

JMC:dec
frombeV.11

2:48 am 6-13-94

U-3074

Bob Dawson - H.G.'s office

reg. from DOD

- returned your call

6-14-94 week of

Plans & specs 6-20-94
Legal - Ramification

6-9-94

Swartz, Plant Manager
129 N. Hillside

266-1331

Att - Ken - letter from you.

Bel - 853-3511

From Merrill Bel - PRIDE
" WIS - #

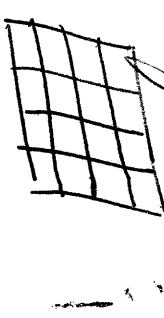
followup - Nov's

DOT Joe Washburn 266-7563

DOT - Robert Dawson - 266-3076

DPTCP 6-7/00

ge engineering -



Hilbert cheese plant to close

By Don Castonile
Post-Dispatch Staff Writer

HILBERT — Fromageries Bel, the second largest employer here, announced it would close its cheese processing operation Jan. 31, 1985.

In a prepared statement, company officials cited "an overall decline in consumer demand for dairy products and a difficult competitive environment" as the reason for the decision.

The plant employs 120 people on a full-time and seasonal basis. Village officials said employment was 28 as of Tuesday, but that figure fluctuates almost daily.

Employees were upset with the announcement, said Village President Harold Stipple. "They feel let down by the company. They feel they've been doing a good job."

In the prepared

statement, Alan Barbet, vice president of finance and administration of Fromageries Bel, commented in the quality of work done at Hilbert.

■ **About 120 people will lose jobs when the operation closes in January 1985**

"Our decision to close this plant is not at all reflective of the quality of work being done here," he said. "We have always felt privileged to employ such a dedicated staff. It is a decision dictated by economics."

Barbet said the announcement was made now to give employees as much time as possible to plan for the future. He said the company will contact area employers to assist workers in finding new jobs.

The Hilbert operations will be moved to a Fromageries Bel plant in Leitchfield, Ky. Last year, a Fort Worth, Texas, plant was moved to Leitchfield, where all U.S. operations will ultimately be consolidated, the company said in the announcement.

Fromageries Bel does not make cheese at Hilbert, but purchases, processes and packages it for retail sale.

The Hilbert plant produces products under the Wispide and Merrywood Farms brand names. Other brands produced by the company include Laughing Cow, Babybel and Price's.

Stipple said he was notified of the closing plans at a meeting with plant officials Wednesday afternoon. He said two large warehouses also will be vacated.

Immediately called the Department of Development to see what kind of help they can give us," he said. "I don't know where we can go." He said he was waiting for the DOD to get back to him.

Fromageries Bel Inc. is based in Fort Lee, N.J., and is owned by Fromageries Bel S.A. of France.

The Hilbert plant originally was part of Herkne Foods of Hilbert. It was sold to Nestle's, then purchased by Fromageries Bel.

Herkne Foods, now a division of Sargento, is the village's largest employer.

Mr. Robert Fievet
FROMAGERIES BEL S.A.
Direction Generale
16 Blvd. Malesherbes
Paris, France 75008
(Tel: 011.33.1.40.07.75.98)

Mr. Bertrand Dufort
FROMAGERIES BEL S.A.
Direction Generale
16 Blvd. Malesherbes
Paris, France 75008
(Tel: 011.33.1.40.07.75.98)

Mr. Patrick Robbe'
FROMAGERIES BEL, INC.
2050 Center Avenue
Fort Lee, NJ 07024
201/593-6601

A copy to Gary Swantz

Frombel.gov



FROMAGERIES BEL, INC.

Wispride Division

Hilbert, Wisconsin 54129

129 North 7th Street

(414) 853-3511

FAX (414) 853-3403

FAX COVER LETTER

DATE 6/15

TIME _____

FAX NO. _____

This document is for:

Company _____ Attention Al Ott

We are transmitting 2 pages (including this cover page). If pages are missing, please contact us.

Sender Gary Swartz



To further help you ^{to} understand how serious I am in making these requests. ~~I~~ ^{Let me know that} have formally ~~request~~ ^{made} a request of the Governor's Office and of the Wisconsin Attorney General's office to do what they can to salvage the Weipride label for continued use in Wisconsin for Wisconsin products. It seems quite in appropriate and unethical for anyone to ~~clear~~ ^{remove} from Wisconsin ~~the~~ a label that implies Wisconsin products and to use that label some place else.

It is with disappointment & ^{extreme} concern that I write this letter as I am aware of your announced decision to close the Fromagerie Bel processing plant operated out of Helbert, Wisconsin. Your decision to close and relocate this processing facility has serious implications ~~for~~ ^{that affect} the people and community I represent.

First, I would most earnestly and respectfully request your reconsideration of this drastic move. Even as I anticipate this decision having been made from a responsible business point of view, I would hope that all possible alternatives have been reviewed and that all accommodations would be taken to maintain this facility in Helbert, WI.

Second, if there is no room for reconsideration then I would stand insistant to your releasing the trade name ^{or} product label Wisconsin for exclusive use by others in Wisconsin to carry on the quality and tradition of this products made in Wisconsin.

Label implies
the

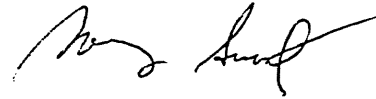
FROMAGERIES BEL, INC.

Internal Memo

Wispride Division

From Gary Swartz

Signature



To Patrick Robbe'

Date

August 2, 1994

Subject Kaukauna Cheese

Apparently your friends at Kaukauna Cheese did not response to your telephone call last Friday as you might have wished. The attached leaflets began to appear in the local taverns and business places over the week end.

If Kaukauna is already talking to our employees, can you imagine what they are preparing for our customers later?

GS:bvc
Attached

cc: Mr. A. Barbet
Mr. B. Kesten
Mr. J. Callahan
Mr. J. Plesses

KAUKAUNA CHEESE

NOW HIRING

Join us on Wednesday, August 3rd, at the Hilbert Community Center from 6-8 PM to learn more about seasonal employment opportunities with Kaukauna Cheese.

We have been in business since 1918 and have a strong commitment to the Fox Valley. In August we are breaking ground for an expansion to our plant. We are not going away!

We need good employees interested in working for the leading producer of cold pack cheese food and other specialty products. Our seasonal positions begin now and will continue until approximately early December. Plus, you have the added benefit of knowing that this seasonal employment will also be there next year.

For more information call us at 788-3524.

800 stock keeping units in a team environment

Kaytee Products, Inc. is experiencing double digit growth, offering a tremendous opportunity for the future.

Excellent benefits.

send resume to:
Human Resource Director OP

Kaytee Products, Inc.

P.O. Box 230
Chilton, WI 53014

KAUKAUNA CHEESE

Join us on August 3rd!

Learn more about employment opportunities at Kaukauna Cheese. We are the leading producer of cold pack cheese food products and other specialty foods. Join our seasonal team which offers 40+ hours per week from now until early December.

We have positions available in the following areas:

- * Machine Operators
- * Lead People
- * General Labor
- * Shipping Warehouse
- * Packaging Lines

Pay rates range from \$5^{hr} to \$8^{hr}.

Representatives from Kaukauna Cheese will be at the Hilbert Community Center on Wednesday evening, August 3rd, from 6:00 p.m. to 8:00 p.m..

Applications for employment will be available and our representatives will answer questions about our employment opportunities.

For more information call Cindy or Bee at 414-788-3524

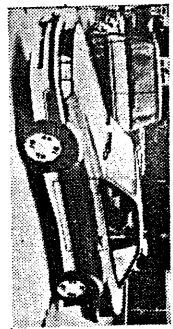


Kaukauna Cheese

Hwy. 00 • Little Chute, WI
equal opportunity employer

Chilton paper

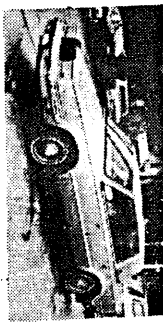
VANDYKHOVEN USED CAR CENTER



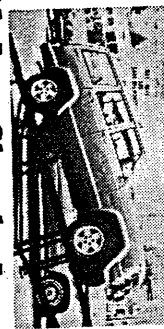
'90 Chev Z-24
Auto, V-6, A/C, LIKE NEW



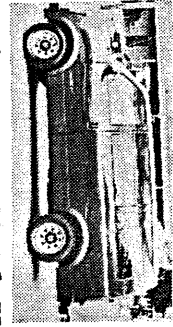
'91 Buick Park Ave.
LOADED, 31,000 Miles



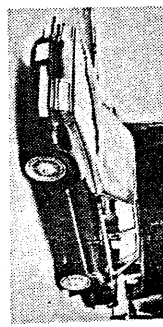
'89 Chrysler New Yorker
Clean, LOADED



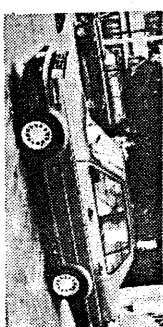
'91 Jeep Cherokee Laredo
Only 12,000 Miles



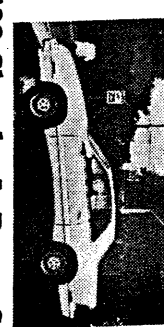
'91 Chev Astro Extd. Van
Auto, V-6, Sunscreen Glass



'91 Buick LeSabre
LOADED, Clean As They Come



'90 Volkswagon Jetta
WOLFSCHMIDT Edition



'89 Chrysler LeBaron GT
Auto, A/C, More

"Come Deal With The Friendly SMALL-TOWN Professionals!"

At Little Chute
• Lee Wulgaert • Mike Klug

CONVENIENT SERVICE HOURS M-F-4:30 WED. NIGHT TILL 7 PM.

Most vehicles have a limited 2 month-2,000 mile service agreement. At NO EXTRA CHARGE
Sales Hours: M-Thur. 8:30-8, Fri. 8:30-6, Sat. 8:30-4

Little Chute

788-9560 739-2999

Gary Swartz
921 Keller Park Drive
Appleton, Wisconsin 54915

July 23, 1994

Mr. Patrick Robbe', President
Fromageries Bel, Inc.
2050 Center Avenue
Fort Lee , New Jersey 07024

Re: PLANT PURCHASE PROPOSAL

Dear Mr. Robbe':

Now that the announcement to close the Hilbert plant has been made public, I wish to make an offer to purchase the plant. It is my intention to manufacture cheese products such as process cheese and cold pack cheese for the private label market. I also intend to do some cheese cutting and packaging of natural cheeses for that same market.

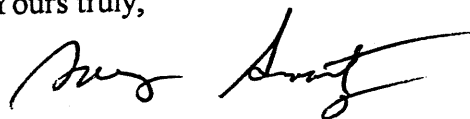
I would like you to give me your best sales price before August 23, 1994. I would like this price to include a list of equipment, with prices, that you would consider leaving at Hilbert, rather than transfer to Leitchfield.

I do understand that the sale of the property would require me to assume the obligation for the Hilbert Waste Treatment Plant.

Once the sale is complete, I would be able to offer many of the current employees jobs in my new company; this includes salaried and hourly employees.

Thanks for your consideration.

Yours truly,



Gary Swartz
Plant Manager