

**Consent to
Assignment and Assumption of
COLLIN COUNTY CONTRACTS**

This Assignment and Assumption of various contracts and purchase orders (the "Assignment"), is entered into and by and between COLLIN COUNTY, TEXAS, a political subdivision of the State of Texas (the "County"), Earthgrains Baking Companies, LLC. (formerly known as Earthgrains Baking Companies, Inc.), a corporation authorized to do business in the State of Texas (the "Assignor"), and Bimbo Bakeries USA, Inc., a corporation authorized to do business in the State of Texas (the "Assignee").

WITNESSETH:

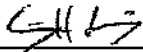
WHEREAS, The County and Assignor entered into contract IFB No. 04201-12, Food: Bread Products; and

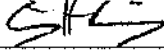
WHEREAS, Assignor desires to assign, transfer, set over, convey and deliver to Assignee the Contracts upon the terms set forth herein; and

WHEREAS, Assignor and Assignee desires that the County consent to this assignment between Assignor and Assignee.

NOW, THEREFORE, for and in consideration of the representations, agreements and promises herein set forth, the undersigned parties agree as follows:

1. To the extent required, the County hereby consents to the assignment of the Contracts by Assignor to Assignee.
2. The County's consent to this assignment and assumption in no way releases Assignor from its obligations under the Contracts.
3. All terms and provisions of the Contracts shall be and remain in full force and effect as therein written, except as otherwise expressly provided herein.
4. By acceptance hereof, Assignee agrees to assume and become obligated to keep, fulfill, observe, perform and discharge each and every covenant, duty, debt and obligation that may accrue and become performable from and after the date hereof by Assignor under the terms, provisions and conditions of the Contracts.
5. This Assignment is binding upon and shall inure to the benefit of the Parties hereto and their respective authorized agents and representatives, and successors.
6. This assignment may be executed in any manner of counterparts, each of which shall be deemed an original and constitute one and the same instrument.
7. This Assignment is governed by the laws of the State of Texas; and venue for any action shall be in the Collin County, Texas.

ASSIGNOR: 
Craig H. Pizer, Asst. Secretary
(Print Name and Title)

ASSIGNEE: 
Craig H. Pizer, Asst. Secretary
(Print Name and Title)

COLLIN COUNTY, TX: _____
Michalyn Rains, CPPO, CPPB, Purchasing Agent

COURT ORDER NO.: _____