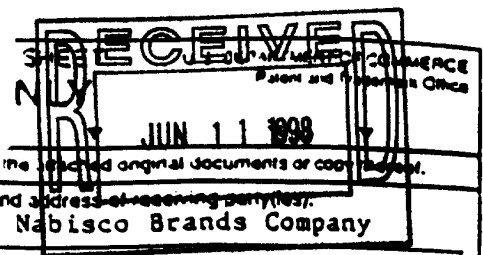


06-26-1998

6/11/98



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To the Honorable Commissioner of Patents and Trademarks: Please record the enclosed original documents or copy therefrom.

1. Name of conveying party(ies):
 Nabisco, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - New Jersey
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: Nabisco Brands Company

Internal Address: Suite 803

Street Address: 1105 N. Market Street

City: Wilmington, State: DE ZIP: 19801

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designator is attached: Yes No
 (Designators must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 29, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) _____

B. Trademark registration No.(s)
2,159,229 - ONLY OREO

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Kathleen J. Gallagher, Esq.

Internal Address: _____
Nabisco Brands Company
Suite 2740

Street Address: One South Wacker Dr.

City: Chicago State: IL ZIP: 60606

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
14-0060

(Attach duplicate copy of this page if paying by deposit account)

6/25/1998 JSHADAZZ 0000062 140060 2159229
1 FC:481 40.00 CH

DO NOT USE THIS SPACE

9. Statement and signature.
 To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Kathleen J. Gallagher Kathleen J. Gallagher 6-8-98
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

Pub. No. 2851-0011 (Rev. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, P.O. Box 1000, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0656-0011), Washington, D.C. 20503.

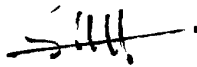
ASSIGNMENT

WHEREAS, NABISCO, INC., a corporation organized and existing under the laws of the State of New Jersey, having a principal place of business at 7 Campus Drive, Parsippany, New Jersey 07054-0311, is the owner of all right, title and interest in and to the trademark ONLY OREO and Federal Registration No. 2,159,229 registered May 19, 1998, and the goodwill associated therewith; and

WHEREAS, NABISCO BRANDS COMPANY, a corporation organized under the laws of the State of Delaware, having its principal place of business at One South Wacker Drive, Chicago, Illinois 60606, is desirous of acquiring said trademark and application and the goodwill associated therewith.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, NABISCO, INC., does hereby assign unto NABISCO BRANDS COMPANY, all right, title, and interest in and to the aforesaid trademark, together with the goodwill of the business symbolized by this trademark, and the registration thereof.

NABISCO, INC.

By 

Steven H. Hartman
Assistant Secretary

Dated: May 29, 1998

