

10-05-1998



100844453

attached original documents or copy thereof.

18-82-6-08W

Tab settings

To the Honorable Commissioner of

1. Name of conveying party(ies):
WFI, Inc.
Suite 202
One Little Falls Centre
Wilmington, DE 19808

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

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

2. Name and address of receiving party(ies):
Wise Foods Investments, Inc.
Name: OPRY FINANCE

Internal Address: _____
Suite 202
Street Address: One Little Falls Centre

City: Wilmington State: DE ZIP: 19808

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations 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 Nunc Pro Tunc Assignment effective as of July 2, 1996

Execution Date: September 21, 1998

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)
2,156,088

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Kathy Hamilton

Internal Address: reSOURCE PARTNER
27th Floor

Street Address: 180 East Broad Street

City: Columbus State: OH ZIP: 43215

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:
23-2653

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

10/02/1998 TTOM11 00000255 232653 2156088
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.

Kathy Hamilton Kathy Hamilton September 22, 1998
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 4

OMB No. 0651-0011 (exp. 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, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

ASSIGNMENT NUNC PRO TUNC

WHEREAS, WFI, INC. ("Assignor"), a Delaware Corporation having its principal place of business at Suite 202, One Little Falls Centre, Wilmington, Delaware 19808, is the owner of the trademarks now registered listed on the attached Schedule A ("Trademarks") in the United States Patent and Trademark Office as set forth on such Schedule A.

WHEREAS, WISE FOODS INVESTMENTS, INC. ("Assignee"), a Delaware Corporation, is desirous of acquiring said marks and the registrations therefor;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said WFI, INC. does hereby assign unto said WISE FOODS INVESTMENTS, INC. nunc pro tunc as of July 2, 1996, all right, title, and interest in the United States in and to said marks, together with the good will of the business as symbolized by said marks and the registrations therefor.

Assignor and Assignee acknowledge that this Assignment of the Trademarks is made subject to the terms of Paragraph 2.1 (a)(x) of that Wise Conveyance and Transfer Agreement made by and among, inter alia, Assignor and Assignee dated as of July 2, 1996.

IN WITNESS WHEREOF, Assignor and Assignee have caused this assignment to be executed effective as of July 2, 1996.

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE) ss

WFI, INC.
By: Phyllis R. Yeatman
Name: Phyllis R. Yeatman
Title: Assistant Secretary

On this 21st day of September, 1998, before me appeared Phyllis R. Yeatman, the person who signed this instrument who acknowledged that she signed it as a free act on behalf of WFI, INC., the Assignor above named.

John W Kendall
Notary Public

(SEAL) My Commission Expires: 1-18-2000

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE)

ss

WISE FOODS INVESTMENTS, INC.

By: Phyllis R. Yeatman
Name: Phyllis R. Yeatman
Title: Assistant Secretary

On this 21st day of September, 1998, before me appeared Phyllis R. Yeatman, the person who signed this instrument who acknowledged that she signed it as a free act on behalf of WISE FOODS INVESTMENTS, INC., the Assignee above named.

John W. Kersell
Notary Public

(SEAL)

My Commission Expires:

1-18-2000

SCHEDULE A
 NUNC PRO TUNC ASSIGNMENT FROM WFL, INC. TO WISE FOODS INVESTMENTS, INC.
 September 18, 1998

<u>Mark</u>	<u>App. #</u>	<u>App. Dt.</u>	<u>Reg. #</u>	<u>Reg. Dt.</u>	<u>Classes</u>	<u>TM Status</u>	<u>Goods & Services</u>
DESIGN OF OWL AND WORD BIG FLAVOR	75/119,903	6/7/96	2,156,088	5/12/98	29, 30	REGISTERED	<p>POTATO CHIPS, GREEN ONION DIP, CHEESE DIP, FRENCH ONION DIP, POTATO CRISPS, ONION RINGS, BEAN DIP, PORK RINDS IN INTERNATIONAL CLASS 29</p> <p>POPPED POPCORN, TORTILLA CHIPS, CHEESE BALLS, SALSA, SALSA DIP ALSO CONTAINING CHEESE, WAFFLE-SHAPED CRACKER SANDWICHES CONTAINING CHEESE, CORN CHIPS AND CHEESE FLAVORED PUFFED CORN SNACKS, INCLUDING NACHO CHEESE PUFFED CORN SNACKS IN INTERNATIONAL CLASS 30</p>

TRADEMARK

REEL: 1795 FRAME: 0042

RECORDED: 09/28/1998