



100857329

To the Honorable Commissioner o.

attached original documents or copy thereof.

86-61-0
MRD

1. Name of conveying party(ies):
 PREMIER BRANDS U.K. LIMITED
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other - Corporation of England & Wales
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: HORIZON BISCUIT COMPANY LIMITED
 Internal Address: P.O. Box 171
 Street Address: Franklin House, Bournville Lane
 City: Birmingham Country: England ZIP: B30 2NA

3. Nature of conveyance
 Assignment Merger
 Security Agreement Change of Name
 Other
 Execution Date: June 17, 1998

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other - Corporation of England & Wales
 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

4. Application number(s) or registration numbers(s): 1
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
 1,676,003
 1,620,191
 Additional numbers attached? Yes No

6. Total number of applications and registrations involved: 2

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Martin P. Hoffman
 Internal Address: HOFFMAN, WASSON & GITLER, P.C.
 Suite 522
 Street Address: 2361 Jefferson Davis Hgwy.
 City: Arlington State: VA ZIP: 22202

7. Total Fee (37 CFR 3.41).....\$ 6500
 Enclosed
 Authorized to be charged to deposit account
 8. Deposit account number: DEFICIENCIES ONLY !!!
 08-2455
 (Attach duplicate copy of this page if paying by deposit account)

RECEIVED
98 OCT 19 1998
ASSISTANT COMMISSIONER

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.
 10/20/1998 DNGUYEN 00000407 1676003
 01 FC:481 40.00 DP
 02 FC:482 25.00 UP
 Martin P. Hoffman, Reg. 22,261
 Name of Person Signing
 Signature
 Date
 Total number of pages comprising cover sheet

THIS ASSIGNMENT is made the 17 day of June 1998

BETWEEN

- (1) **PREMIER BRANDS U.K. LIMITED**, a company incorporated in England and Wales under the Companies Acts (Registered Number 314272) and having its registered office at P.O. Box 171, Franklin House, Bournville Lane, Birmingham B30 2NA (hereinafter referred to as "the Assignor"); and
- (2) **THE HORIZON BISCUIT COMPANY LIMITED**, a company incorporated in England and Wales under the Companies Acts (Registered Number 2086754) and having its registered office at P.O. Box 171, Franklin House, Bournville Lane, Birmingham B30 2NA (hereinafter referred to as "the Assignee").

WHEREAS:

- (A) The Assignor is the registered proprietor of the registered trade marks as set out in the Schedule hereto (the "Trade Marks").
- (B) The Assignor has agreed to assign the Trade Marks to the Assignee.

NOW THEREFORE THIS AGREEMENT WITNESSES THAT:

- (1) In consideration of the sum of £1 sterling (receipt of which is hereby acknowledged) the Assignor as beneficial owner hereby assigns to the Assignee the entire right, title and interest of the Assignor in and to the Trade Marks and in and to the registrations thereof including all common law rights connected therewith and its right of action, belonging or accrued arising therefrom and its right to take proceedings to recover damages and claim all other relief in respect of any act of infringement thereof or any acts actionable in passing off at common law whether such act shall have been committed before or after the date of this Assignment, **TOGETHER WITH** the goodwill relating to the Trade Marks in the country indicated for such Trade

Mark in the Schedule TO HOLD the same unto the Assignee and its assigns absolutely.

- (2) The Assignor and Assignee hereby agree that the change of ownership be recorded in the official Trade Marks Register in the relevant country at the cost of the Assignee.
- (3) At the request of the Assignee, the Assignor hereby undertakes to take all actions and to execute all such further documents, forms and authorisations as may be required by any registrar of trade marks (or equivalent) or which may otherwise be necessary for absolutely vesting the rights hereby assigned in the Assignee.
- (4) This Agreement shall be governed by and construed in accordance with English law and the parties hereby prorogate the non-exclusive jurisdiction of the English courts.

AS WITNESS the parties have executed this Deed on the day and year first above written.


SCHEDULE
REGISTERED TRADE MARKS

Country	Mark	Registration No.
USA	Z'ADDITION	1676003
	Z'ANIMO	1620191

Signed for and on behalf of
PREMIER BRANDS U.K. LIMITED
by RAJIV WAHI

and CHRISTINE ANNE HINES

two of its officers duly authorised



Director



~~Director~~ / Secretary

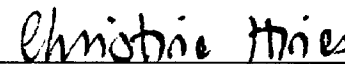
Signed for and on behalf of
THE HORIZON BISCUIT
COMPANY LIMITED
by RAJIV WAHI

and CHRISTINE ANNE HINES

two of its officers duly authorised



Director



~~Director~~ / Secretary

Trademarks: Z'ADDITION
Z'ANIMO

Reg Nos. 1676003
1620191

Attorney's Docket No.:

POWER OF ATTORNEY OF
DOMESTIC REPRESENTATIVE

The undersigned hereby appoints the following, all members of the firm of Hoffman, Wasson & Gitler, 2361 Jefferson Davis Highway, Suite 522, Arlington, Virginia, 22202, U.S.A.

Martin P Hoffman	Reg. No. 22,261
Mitchell B Wasson	Reg. No. 27,408
Stewart L Gitler	Reg. No. 31,256
Douglas W Robinson	Reg. No. 32,751

its attorneys to maintain these registrations, to make alterations and amendments therein, and to transact all business in the U.S. Patent and Trademark Office in connection therewith.

Please direct all correspondence to:

Martin P Hoffman, Esquire
Hoffman, Wasson & Gitler
2361 Jefferson Davis Highway
Suite 522
Arlington, Virginia 22202
(703) 415-0100

In addition, Applicant appoints Martin P Hoffman, a member of the Bars of the District of Columbia, and Virginia, whose postal address is 2361 Jefferson Davis Highway, Suite 522, Arlington, Virginia 22202, to be its domestic representative upon whom notice or process in proceedings affecting the mark may be served.

THE HORIZON BISCUIT COMPANY LIMITED

24 September 1998

Date

Christine Hines

Name: Christine Anne Hines

Title: Company Secretary