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*MRD*  
*1/12/99*

To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies):

**Borden Foods Investments Corporation**

- Individual(s)
- General Partnership
- Corporation-State **Delaware**
- Other

- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: **October 1, 1996**

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

Name: **BFC Investments, LP**

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

**536,579**

Additional numbers attached?  Yes  No

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

Name: **Cory M. Amron**

Internal Address: **Vorys, Sater, Seymour and Pease LLP**

Street Address: **1828 L Street, N.W., Suite 1111**

City: **Washington** State: **DC** ZIP: **20036**

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:

**22-0585**

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.

**Cory M. Amron**

Name of Person Signing

*Cory M. Amron*

Signature

*1/11/99*

Date

**4**

TRADEMARK

TRADEMARK ASSIGNMENT  
NUNC PRO TUNC

Whereas, BORDEN FOODS INVESTMENTS CORPORATION, a Delaware corporation ("Assignor"), located and doing business at Suite 202, One Little Falls Centre, Wilmington, Delaware 19808 is the owner of all right, title and interest in the Trademarks listed on Exhibit A, which exhibit is made a part hereof and incorporated herein by reference; and

WHEREAS, BFC INVESTMENTS, LP, a Delaware limited partnership ("Assignee"), located and doing business at Suite 202, One Little Falls Centre, Wilmington, Delaware 19808 is desirous of acquiring the aforesaid Trademarks.

NOW, THEREFORE, for and in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign, convey and transfer unto the said Assignee, nunc pro tunc as of October 1, 1996, all right and title and interest in and to the aforesaid Trademarks listed on Exhibit A hereto, together with the goodwill of the business symbolized by the Trademarks and the registrations and applications thereof.

Assignor further assigns unto Assignee all right to sue for and to receive all damages accruing from past infringement of the Trademarks.

Assignor undertakes that upon the request of Assignee or its designees, it and/or its successor in business, shall make all rightful oaths, testify on behalf of

Assignor or its designees in matters involving the subject trademarks and do all other lawful acts necessary to carry out the intent of this assignment as well as to provide such other material, information and assistance to Assignee or its designees, as will be considered necessary in connection therewith.

IN WITNESS WHEREOF, the undersigned has caused this assignment to be executed effective as of October 1, 1996.

BORDEN FOODS INVESTMENTS  
CORPORATION

By: 

Name: Phyllis R. Yeatman

Title: President

EXHIBIT A

<u>MARK</u>	<u>APP./REG. NUMBER</u>	<u>PRODUCTS</u>	<u>TERRITORY</u>
GOODMAN'S	US Reg. #536,579	Noodles, Macaroni, Spaghetti, and Semolina Macaroni Elbows	World Wide

# Vorys, Sater, Seymour and Pease LLP

1828 L Street NW • Eleventh Floor • Washington, D.C. 20036-5109 • Telephone (202) 467-8800 • Facsimile (202) 467-8900

Writer's Direct Dial Number

(202) 467-8810

January 11, 1999

**BY HAND**

United States Patent and Trademark Office  
Crystal Gateway 4  
1213 Jefferson Davis Highway  
Room 335  
Arlington, VA 22202

**Re: Trademark Assignment from Borden Foods Investments  
Corporation to BFC Investments, LP  
Our Ref.: 46156-00002**

Dear Sir or Madam:

Enclosed herewith is a check made payable to the Commissioner of Patents and Trademarks, in the amount of \$40.00, the required fees for filing the attached Trademark Assignment. Please acknowledge receipt by mailroom stamp on the enclosed card.

After the document has been recorded in the Trademark Office Assignment Branch files, please return it to the undersigned.

Thank you for your assistance in this matter.

Sincerely,



Cory M. Amron

CMA/ch

Enclosures

RECORDED: 01/12/1999

TRADEMARK  
REEL: 1839 FRAME: 0904