

01-26-1999

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



100948932

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

MD 1-85-99

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
10/31/96

Conveying Party

Mark if additional names of conveying parties attached

Name American Home Products Corporation

Execution Date
Month Day Year
12/29/98

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name AHP Subsidiary Holding Corporation

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1403 Foulk Road, Suite 102, Wilmington

Address (line 2) _____

Address (line 3) Wilmington

Delaware

19803

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

01/26/1999 SBURHS 00000088 196989

01 FC:481
02 FC:482

40.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 1845 FRAME: 0809

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

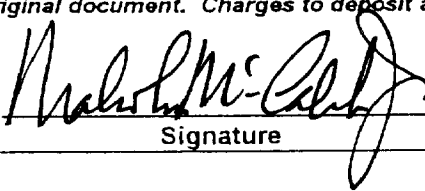
No

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. Charges to deposit account are authorized, as indicated herein.

Malcolm McCaleb, Jr.

Name of Person Signing



Signature

1-18-99

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name **American Home Products Corporation**

12/29/98

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization **Delaware**

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name **AHP Subsidiary Holding Corporation**

DBA/AKA/TA

Composed of

Address (line 1) **1403 Foulk Road, Suite 102**

Address (line 2)

Address (line 3) **Wilmington**

Delaware

19803

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization **Delaware**

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

910,457	1,387,693	
1,104,409	1,426,713	
1,137,458	1,792,600	
1,173,508		
1,286,270		
1,302,965		
1,371,548		

ASSIGNMENT OF TRADEMARKS

WHEREAS. American Home Products Corporation, a Delaware corporation, having its principal place of business at Five Giralda Farms, Madison, New Jersey 07940 ("Assignor"), is the sole and exclusive owner of the Trademark(s) described in Schedule "A" attached hereto and made a part hereof: and

WHEREAS. AHP Subsidiary Holding Corporation, a Delaware corporation, having its principal place of business at 1403 Foulk Road, Suite 102, Wilmington, Delaware 19803 ("Assignee"), desires to acquire the entire right, title and interest in, to and under the said Trademark(s) and any Registrations and Applications for Registration thereof:

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 are hereby acknowledged, said Assignor does hereby sell, transfer, convey and assign to said Assignee the entire right, title and interest in, to and under said Trademark(s) and any Registrations and Applications for Registration thereof ("Trademarks"), together with the goodwill of the business symbolized by the Trademarks, together with all rights and privileges granted and secured thereby, including the right to sue and recover for any past infringement, said rights to be held and enjoyed by said Assignee, for its own use and benefit and for the use and benefit of its successors, assigns or other legal representatives as fully and entirely as the same would have been held and enjoyed by said Assignor if this Assignment and sale had not been made. Assignor further agrees to execute any and all documents and do any such further acts that shall be required in order for Assignee to secure such rights.

AND, said Assignor hereby covenants that it has full right to convey the entire interest herein assigned.

IN TESTIMONY WHEREOF, Assignor has executed this Assignment by its proper officers thereunto duly authorized, nunc pro tunc October 31, 1996, this 29 day of December, 1998

AMERICAN HOME PRODUCTS CORPORATION

Egon E Berg
Name: Egon E. Berg
Title: Vice President

STATE OF NEW JERSEY)
) SS
COUNTY OF)

Subscribed and sworn to before me this 29 day of December

Linda Greendyk
Notary Public
My Commission Expires: September 22, 2003 [SEAL]

LINDA GREENDYK
Notary Public of New Jersey
My Commission Expires Sept. 22, 2003

SCHEDULE A

MARK	REGISTRATION NO.	REGISTRATION DATE
GULDEN'S	196989	4/7/25
RO*TEL (Stylized)	425347	11/12/46
CONEY ISLAND	687665	11/3/59
RANCH STYLE HUSBAND PLEASIN'	726319	1/9/62
POPCORN TREES	731828	5/22/62
FRANKLIN	737632	9/11/62
CHEF DESIGN	807854	5/3/66
FRANKLIN CRUNCH'N MUNCH	834412	8/29/67
BEEFOGETTI	859036	10/22/68
RANCH STYLE	910457	5/23/71
FRANKLIN CRUNCH'N MUNCH	1104409	10/17/78
MINI RAVIOLI	1137458	7/1/80
CHEF'S SPECIAL	1173508	10/13/81
PASTA SUPREMA	1286270	7/17/84
ZOORONI	1302965	10/30/84
APPETITE PLEASIN'	1371548	11/19/85
ABC'S & 123'S	1387693	3/25/86
MINI BITES	1426713	1/27/87
FOOD STUFF	1792600	9/14/93