

M.R.D.
3.12.99

03-17-1999



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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

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: 1868 FRAME: 0893

03/17/99 MCKINNS 00000104 500288 40.00 CH

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.

BRIDGET GRIFFIN JOHNSON
Name of Person Signing

Bridget G Johnson
Signature

3/5/99
Date Signed

ASSIGNMENT OF TRADEMARKS

WHEREAS, Van De Kamp's, Inc., a Delaware corporation, whose principal address is 1000 St. Louis Union Station, St. Louis, Missouri 63103 ("Assignor") is the owner of, has adopted, licensed and/or is otherwise using (i) the names, trade names and/or trademarks and the related registrations and applications identified on Schedule A, and (ii) any common law trademarks, trade dress and label designs utilized therewith (collectively referred to as the "Marks"); and

WHEREAS, Morningstar Foods Inc., a Delaware corporation, whose principal address is 5956 Sherry Lane, Suite 1500, Dallas, Texas 75225 ("Assignee") desires to acquire the Marks (including, but not limited to, the registrations and/or pending applications identified on Schedule A and all renewals and extensions thereof), together with the goodwill of the business in connection with which the Marks are used and which are symbolized by the Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all of Assignor's right, title and interest in and to the Marks throughout the world (including without limitation, any and all registrations and/or pending application identified on Schedule A and all renewals and extensions thereof), together with the goodwill of the business in connection with which the Marks are used and which is symbolized by the Marks and the right to recover for damages and profits for past infringements thereof.

Assignor agrees to execute and deliver, at the request of the Assignee, such additional papers, instruments, and assignments, as the Assignee may reasonably require in order to vest Assignor's right, title, and interest in and to the Marks in the Assignee and/or to carry out the intent of this Assignment.

IN WITNESS WHEREOF, Assignor has executed this Assignment as of this

3rd day of February, 1997.

VAN DE KAMP'S, INC.

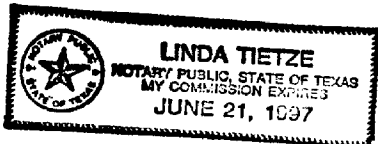
By: _____

Name: Ray Chung

Title: Executive Vice President

STATE OF *Texas*)
COUNTY OF *Dallas*) ss.:

On this 3rd day of Feb., 1997, before me personally came Ray
Chuney to me known, who being by me duly sworn did depose and say that he/she is the
Exec. Vice Pres. of Van de Kamp's, Inc. described in and which executed the
foregoing instrument; and that he/she signed his/her name thereto by the consent of the order
of the Board of Directors of said corporation.



Linda Tietze
Notary Public

SCHEDULE A

TRADEMARK REGISTERED IN THE U.S. FEDERAL REGISTER:

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>INT'L. CLASS</u>	<u>REGISTRATION DATE</u>
LA CREME	1,228,607	29	2/22/83