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06-10-1999



COVER SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

05-25-1999

U.S. Patent & TMO/TM Mail Rpt Dt. #10

Commissioner of

101060300

attached original documents or copy thereof.

1. Name of conveying party(ies):
 Borden Foods Investments Corporation
 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)
 Name: BFC Investments, L.P.
 Internal Address: _____
 Street Address: Suite 202
 One Little Falls Centre
 City: Wilmington State: DE ZIP: 19808

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 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
Effective October 1, 1996

Execution Date: _____

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
 661,447

Additional numbers attached? Yes No

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

Name: Karla J. Viney
 Internal Address: _____

Vorys, Sater, Seymour and Pease LLP
 Street Address: 52 East Gay 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:
02-2270
 (Attach duplicate copy of this page if paying by deposit account)

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.

Karla J. Viney Karla J. Viney 5/24/99
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

OMB no. 0051-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

06/10/1999 DNGUYEN 00000111 022270 661447
 01 FC:481 40.00 CH

**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, BORDEN FOODS INVESTMENTS CORPORATION, a Delaware Corporation having its principal place of business at Suite 202, One Little Falls Centre, 2711 Centerville Road, Wilmington, Delaware 19808, ("hereinafter called "the Assignor") is the owner of the trademark now registered and listed on the attached Schedule A ("Trademark") in the United States Patents and Trademarks Office as set forth on such Schedule A.

WHEREAS, BFC INVESTMENTS, L.P., a Delaware Corporation having its principal place of business at Suite 202, One Little Falls Centre, 2711 Centerville Road, Wilmington, Delaware 19808,, ("hereinafter called the "Assignee"), is desirous of acquiring said Trademark and the registration therefor;

NOW THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, receipt of which is hereby acknowledged, said BORDEN FOODS INVESTMENTS CORPORATION, does hereby assign unto said BFC INVESTMENTS, L.P., nunc pro tunc as of October 1, 1996, all right, title, and interest in the United States in and to said trademark, together with the goodwill of the business as symbolized by said trademark and the registration therefor.

Assignor and Assignee acknowledge that this Assignment of the trademarks is made subject to the terms of Paragraph 2.1 (a) (iii) of that Conveyance and Transfer Agreement made by and among, inter alia, Assignor and Assignee dated as of October 1, 1996.

IN WITNESS WHEREOF, Assignor and Assignee have caused this assignment to be executed effective as of October 1, 1996.

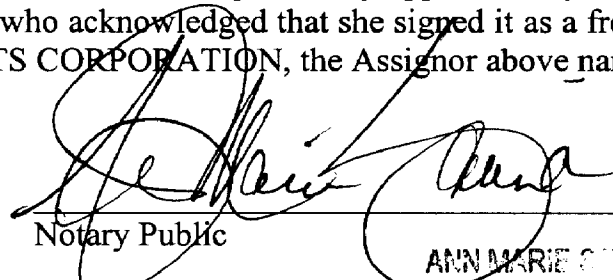
BORDEN FOODS INVESTMENTS CORPORATION

By: 
Phyllis R. Yeatman
President

STATE OF Delaware)
) SS
COUNTY OF New Castle)

On this 00th day of May 1999, before me personally appeared Phyllis R. Yeatman, the person who signed this instrument who acknowledged that she signed it as a free act on behalf of BORDEN FOODS INVESTMENTS CORPORATION, the Assignor above named.

(SEAL)



Notary Public
ANN MARIE SAVINA
NOTARY PUBLIC-DELAWARE
My Commission Expires: My Commission Expires Dec. 12, 2000

BFC INVESTMENTS, L.P.

By: BORDEN FOODS CORPORATION, its Managing General
Partner

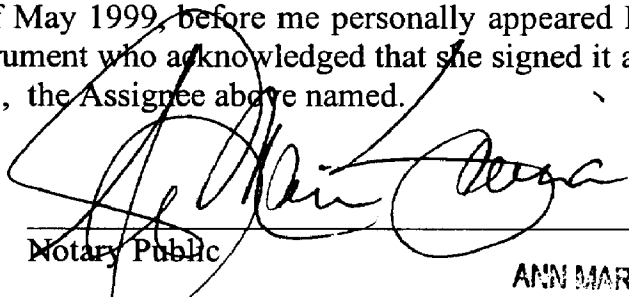
By: 

Phyllis R. Yeatman
Assistant Secretary

STATE OF Delaware)
) SS
COUNTY OF New Castle)

On this 20th day of May 1999, before me personally appeared Phyllis R. Yeatman, the person who signed this instrument who acknowledged that she signed it as a free act on behalf of BFC INVESTMENTS, L.P., the Assignee above named.

(SEAL)



Notary Public
ANN MARIE SAVINA
NOTARY PUBLIC-DELAWARE
My Commission Expires: My Commission Expires Dec. 12, 2000

Trademark on Assignment from BORDEN FOODS INVESTMENTS CORPORATION to BFC INVESTMENTS, L.P.
United States

Doc #8295896.01

TRADEMARK	COUNTRY	APPLN. NO.	FILING DATE	REG. NO.	REG. DATE	CLASS	GOODS
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GIOIA & Design	United States	37,330	9/4/57	661,447	5/6/58	29, 30	macaroni and egg noodle products, canned vegetables,
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