



05-25-1999

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original documents or copy thereof.

1. Name of conveying party(ies):

BDH Two, Inc.  
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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other Nunc Pro Tunc

Effective May 1, 1996

Execution Date:

2. Name and address of receiving party(ies)

Name: Borden Foods Investments Corporation

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 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

Name of Person Signing

Signature

5/24/99

Date

Total number of pages including cover sheet, attachments, and document: 3

OMB No. 0501-0011 (Exp. 4/94)

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

06/10/1999 DNGUYEN 00000110 022270 661447  
01 FC:481 40.00 CH

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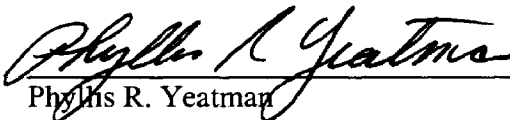
ASSIGNMENT NUNC PRO TUNC

WHEREAS, BDH TWO, INC., 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, 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 "Assignee"), is desirous of acquiring said Trademark and the registration therefor;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said BDH TWO, INC., does hereby assign unto said BORDEN FOODS INVESTMENTS CORPORATION, nunc pro tunc as of May 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.

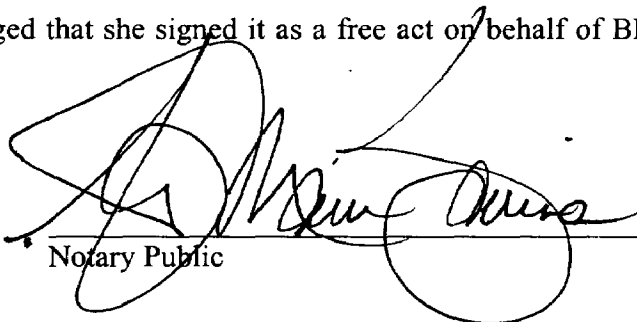
**BDH TWO, INC.**

By:   
Phyllis R. Yeatman  
Assistant Secretary

STATE OF Delaware )  
 ) SS  
COUNTY OF New Castle )

On this 20<sup>th</sup> 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 BDH TWO, INC., the Assignor above named.

(SEAL)

  
Notary Public

My Commission Expires: \_\_\_\_\_

**ANN MARIE SAVINA**  
**NOTARY PUBLIC-DELAWARE**  
My Commission Expires Dec. 12, 2000

Trademark on Assignment from BDH TWO, INC. to BORDEN FOODS INVESTMENTS CORPORATION  
*United States*

Doc #8295884.01

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