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1-30-99

10-04-1999

RECORDATION
TRADE



101161512

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

1. Name of conveying party(ies):

Southern Foods Group, L.P.

- Individual
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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

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

Name Ferrero S.p.A.

Internal Address: _____

Street Address: Via Maria Cristina 17

City Pino Torinese (TO)

State Italy ZIP 10025

- Individual (s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporate-Country Italy
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes No

Additional name(s) & addresses(es) attached?

Yes No

3. Name of Conveyance:

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

Execution Date: July 28, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

809,357

Additional numbers attached? Yes No

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

Name: G. Franklin Rothwell

Internal Address: Suite 701, East Tower

Street Address: 555 Thirteenth Street, N.W.

City: Washington

State: DC Zip 20004

6. Total number of applications and registrations involved: _____

ONE (1)

7. Total fee (37 CFR 3.41): . . . \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

02-2135

Attach duplicate copy of this page if paying by deposit account

10/01/1999 DNGUYEN 00000417 809357

DO NOT USE THIS SPACE

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40.00 OP

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.

G. Franklin Rothwell

Name of Person Signing

Signature

September 30, 1999

Date

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

Attorney Docket No. 1237-133

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Registration of)
)
Southern Foods Group L.P.)
By Assignment to Ferrero S.p.A.)
)
Registration No. 809,357)
)
Registered: May 31, 1966)
)
Mark: TIC TAC TOE)

APPOINTMENT OF DOMESTIC REPRESENTATIVE

The firm of ROTHWELL, FIGG, ERNST & KURZ, P.C., of 555 13th Street, N.W., Washington, D.C. 20004, is hereby designated representative upon whom notices or process in proceedings affecting the mark may be served. All previous appointments of domestic representative are hereby revoked.

POWER OF ATTORNEY

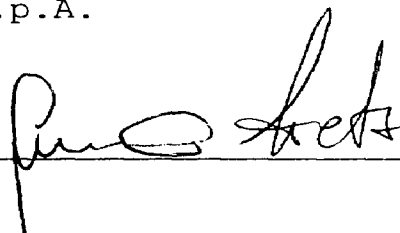
Registrant hereby appoints G. Franklin Rothwell, E. Anthony Figg, Barbara G. Ernst, Raymond A. Kurz, George R. Repper, Bart G. Newland, Vincent M. DeLuca, Celine Jimenez Crowson, Joseph A. Hynds, Mark I. Bowditch, Robert J. Jondle, Kenneth M. Fagin, Stephen B. Parker, Don M. Kerr, Jeffrey L. Ihnen, Stephen A. Saxe, Glenn E. Karta and Martha Cassidy, all members of the Bar, of Rothwell, Figg, Ernst & Kurz, Suite 701-E, 555 13th Street, N.W., Washington, D. C. 20004, a professional corporation, as

Southern Foods Group L.P.
By Assignment to Ferrero S.p.A.
Registration No. 809,357
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attorneys to transact all business in the Patent and Trademark
Office in connection with this registration, and revokes all
previous powers of attorney.

Ferrero S.p.A.

By: _____



Signed at Torino, Italy this 20th day of September, 1999.

1237-133.ADR

ASSIGNMENT OF TRADEMARK REGISTRATION

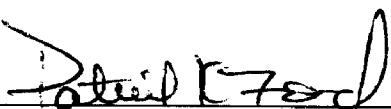
WHEREAS, Southern Foods Group, L.P., a limited partnership of Delaware with an address at 3114 S. Haskell Avenue, Dallas, Texas 75223, owns the mark TIC TAC TOE, which is registered in the United States Patent and Trademark Office, Registration No. 809,357, dated May 31, 1966 (the Mark and Registration); and

WHEREAS, Ferrero S.p.A. of Italy and having a place of business at Via Maria Cristina 17, 10025 Pino Torinese (TO), Italy, is desirous of acquiring the Mark and Registration;

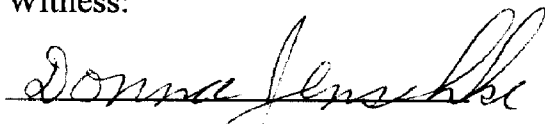
NOW, THEREFORE, for good and valuable consideration, receipt and adequacy of which is hereby acknowledged, Southern Foods Group, L.P. does hereby assign unto Ferrero S.p.A. all right, title and interest in and to the Mark and Registration, together with all rights of past infringement and the good will of the business symbolized by the Mark and Registration.

Southern Foods Group, L.P.

By: SFG Management Limited Liability
Company, its sole General Partner

By: 
Patrick K. Ford
Chief Financial Officer

Witness:



Date:

