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11-04-1999

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



101191508

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		Conveyance Type	
<input checked="" type="checkbox"/> New	<input type="checkbox"/> Resubmission (Non-Recordation) Document ID # <input type="text"/>	<input checked="" type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Correction of PTO Error Reel # <input type="text"/> Frame # <input type="text"/>	<input type="checkbox"/> Corrective Document Reel # <input type="text"/> Frame # <input type="text"/>	<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Nunc Pro Tunc Assignment
		<input type="checkbox"/> Merger	Effective Date Month Day Year <input type="text"/>
		<input type="checkbox"/> Change of Name	
		<input type="checkbox"/> Other	<input type="text"/>

Conveying Party Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

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/AK/A/T/A

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

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01 FC:481
02 FC:482

(40.00 OP
250.00 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

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RÉEL: 001984 FRAME: 0494

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.

Bette J. Steele

Name of Person Signing

Bette J Steele

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party

Enter Additional 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

Enter Additional 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

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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)

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT is made, effective October 29, 1999, by and between:

ASSIGNOR: CAMPBELL SOUP COMPANY, a corporation organized and existing under the laws of the State of New Jersey, having its principal place of business at Campbell Place, Camden, New Jersey 08103-1799

-AND-

ASSIGNEE: CSC BRANDS LP, a limited partnership organized and existing under the laws of the State of Delaware, having its principal place of business at Campbell Place, Camden, New Jersey 08103-1799.

WHEREAS, Assignor represents that, to the best of its knowledge, information and belief, it is the sole and exclusive owner of all right, title, and interest in and to the trademarks listed below, the goodwill associated therewith, and all federal and state trademark registrations (or pending applications) therefor:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
PACE & DESIGN	1,334,546	5/7/85
PACE & DESIGN	1,388,465	4/1/86
TERRITORIAL HOUSE	1,408,806	9/9/86
MISCELLANEOUS DESIGN (JAR)	1,423,087	12/30/86
PICK UP THE PACE	1,472,546	1/12/88
PICK UP THE ORIGINAL, PICK UP THE PACE	1,830,484	4/12/94
PICK UP THE THICK AND CHUNKY ONE, PICK UP THE PACE	1,861,936	11/8/94
PACE	1,892,721	5/2/95
TERRITORIAL HOUSE	1,905,811	7/18/95
PACE SALSA BASE	1,922,281	9/26/95
TABLETOP	2,215,485	12/29/98

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WHEREAS, Assignee desires to acquire all right, title and interest in and to said trademarks, the goodwill associated therewith and the federal and state trademark registrations (or pending applications) therefor.

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby expressly acknowledged, Campbell Soup Company, Assignor, hereby sells, assigns, and transfers to CSC Brands LP, Assignee, all right, title and interest in and to the trademarks listed above, together with the goodwill of the business symbolized by such marks, and the foregoing identified federal and state trademark registrations (or pending applications) therefor.

CAMPBELL SOUP COMPANY

By: William J. O'Shea
Name: William J. O'Shea
Title: Vice President - Treasurer

CSC BRANDS LP

By: Wm. Charles Saunders
Name: Wm. Charles Saunders
Title: Vice President - Campbell Finance
2 Corp., its General Partner