

11-04-1999



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11-4-99

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

Merger

Change of Name

Other

Effective Date
Month Day Year
 11 1 99

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Kellogg Company

11 1 99

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization DELAWARE

Receiving Party

Mark if additional names of receiving parties attached

Name AURORA FOODS INC.

DBA/AKA/TA

Composed of

Address (line 1) 456 Montgomery Street

Address (line 2) Suite 2200

Address (line 3) SAN FRANCISCO CALIFORNIA 94104

Individual General Partnership Limited Partnership 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization DELAWARE

11/08/1999 VBROWN 00000079 181290 1172496

FOR OFFICE USE ONLY

01 FC:481 40.00 CA
02 FC:482 225.00 CH

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: 001984 FRAME: 0533

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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,172,496"/>	<input type="text" value="1,661,865"/>	<input type="text" value="1,865,367"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,408,764"/>	<input type="text" value="1,531,083"/>	<input type="text" value="1,823,029"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,382,561"/>	<input type="text" value="932,754"/>	<input type="text" value="1,549,374"/>

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.

Barbara Bauer
Name of Person Signing

Barbara Bauer
Signature

11/2/99
Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

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

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)

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Trademark Application Number(s)

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<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

1,510,543	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

ASSIGNMENT

WHEREAS, KELLOGG COMPANY (hereinafter "Assignor"), a Delaware Corporation, with a mailing address of P.O. Box 3599, One Kellogg Square, Battle Creek, Michigan 49016-359, is the owner of the entire right, title and interest in and to the following trademarks and corresponding United States and Canadian Trademark Registrations, as applicable, hereinafter collectively referred to as the "TRADEMARKS" as set forth in Schedule A, attached herewith.

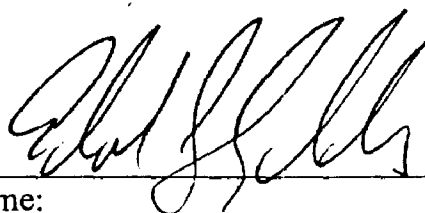
WHEREAS, AURORA FOODS INC., (hereinafter "Assignee"), a Delaware corporation located at 456 Montgomery Street, Suite 2200, San Francisco, California 94104 is desirous of acquiring the TRADEMARKS; and

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign to Assignee all right, title and interest in and to the TRADEMARKS, together with the goodwill of the business symbolized by the TRADEMARKS, and the right to renew the Trademark Registrations to be held and enjoyed by Assignee for its own use and benefit and for the use and benefit of its successors, assigns and legal representatives to be used as fully and entirely as said rights would have been held and enjoyed by Assignor had this assignment and sale not been made, together with all claims for damages by reason of past infringement of any or all of said TRADEMARKS with the right to sue and collect the same for its own use or for the use of its successors, assigns or other legal representatives.

Assignor hereby authorizes the Commissioner of Patents and Trademarks of the United States and other empowered officials of the United States Patent and Trademark Office or

of the Canadian Trademark Office as applicable, to transfer all registrations for the TRADEMARKS to Assignee as assignee of the entire right, title and interest therein or otherwise as Assignee may direct, in accordance with this instrument of assignment.

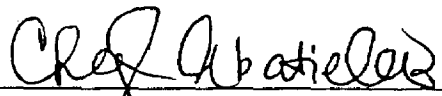
IN TESTIMONY WHEREOF, KELLOGG COMPANY has hereby executed this Assignment this 1st day of November, 1999.

By: 
Name:
Title:

NOTARIAL CERTIFICATE

STATE OF NEW YORK
COUNTY OF New York } ss.:

On the 1st day of November in the year 1999 before me, the undersigned, a Notary Public in and for said state, personally appeared Edward Gilder, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.


Signature of the Notary

CHERYL ABATIELLO
Notary Public, State of New York
No. 01AB4633211
Qualified in New York County
Commission Expires Feb. 28, 2001

SCHEDULE A - TRADEMARKS

UNITED STATES

Principal Register
MARK

REG. NO.

LENDER'S	1,172,496
LENDER'S SOFT BAGELS & Design	1,661,865
LLL & Design (Three Bagel Men)	1,865,367
BAKE 'N SELL	1,408,764
LENDER'S BAGEL & Design	1,531,083
LENDER'S NEW YORK STYLE BAGELS	1,823,029
Misc. Design (Three Bagel Men)	1,382,561
LENDER'S (STYLIZED)	932,754
SINCE 1927, BAKERS OF BETTER BAGELS	1,549,374

Supplemental Register
MARK

REG. NO.

BIG 'N CRUSTY**	1,510,543
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CANADA

MARK

REG. NO.

LENDER'S	256,300
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