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02-14-2000

101266747

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To The Honorable Commissioner for Pater *ached original documents or copy thereof.*

1. Name of conveying party(ies):
Name: KRAFT FOODS, INC.
Address: THREE LAKES DRIVE

City: NORTHFIELD State: IL Zip: 60093

Individual(s) Association
General Partnership Limited Partnership
X Corporation-State of: DELAWARE
Other:

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

2. Name and address of receiving party(ies):
Name: KRAFT FOODS HOLDINGS, INC.
Address: THREE LAKES DRIVE

City: NORTHFIELD State: IL Zip: 60093

Individual(s) Association
General Partnership Limited Partnership
X Corporation-State of: 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 names(s) & address(es) attached?
Yes No

3. Nature of Conveyance:
X Assignment Merger
Security Agreement Change of Name
Other

Execution Date: January 6, 2000

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

75/639,259

B. Trademark Registration No.(s)

Additional numbers attached? NO (If yes, then attach numbers on a separate sheet and send along with this page)

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

Name: Douglas W. Cherry
Company: KRAFT FOODS
Street Address: Three Lakes Drive NF-352
City: Northfield State: IL Zip: 60093

6. Total number of applications and registrations invoiced: 1

7. Total fee (37 CFR 3.41): $ 40.00
$40 for one mark; $25 each additional

Enclosed
X Authorized to be charged to deposit account #11-1650
if any additional fees are required.

8. **Deposit account number: 11-1650**

(Attach duplicate copy of this page if paying by deposit account)

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.

Name of Person Signing **Sandra J. Storto**

Signature Sandra J. Storto **Date:** 1/25/00

Total number of pages comprising cover sheet: 1

02/11/2000 TTDM11 00000236 111650 75639259
01 FC:481 40.00 CH

TRADEMARK
REEL: 002021 FRAME: 0026

ASSIGNMENT OF TRADEMARK

WHEREAS, Kraft Foods, Inc. ("Assignor"), is the owner of the trademark listed on schedule A, attached hereto and incorporated herein by reference (the "Trademark"); and

WHEREAS, Kraft Foods Holdings, Inc. (Assignee") desires to acquire the entire right, title and interest in, to and under said Trademark, including the right to bring actions for infringement of the Trademark occurring prior to the date of this Assignment,

NOW THEREFORE, for good and other valuable and legally sufficient consideration, the receipt and legal sufficiency of which are hereby acknowledged by Assignor, Assignor does hereby sell, assign, transfer and set over to said Assignee all its right, title and interest in, to and under said Trademark, together with the goodwill of the business symbolized by the Trademark, together with all rights and privileges granted and secured thereby, including the right to sue and recover for any past infringement, said rights to be held and enjoyed by Assignee, for its own use and benefit and for the use and benefit of its successors, assigns or other legal representatives as fully and entirely as the same would have been held and enjoyed by said Assignor if this Assignment and sale had not been made.

All Trademarks, either present or future, which are unassignable by Assignor, whether at law or by contract or otherwise, or which if assigned would cause Assignor to be in breach of the terms of a contract, or would result in a taxable event if transferred, shall not be assigned, and are not assigned to Assignee by this instrument.

IN WITNESS WHEREOF, Assignor has executed this Assignment as of January 6, 2000.

KRAFT FOODS, INC.

By: Robert L. Herst
Robert L. Herst
Its: Assistant Secretary

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 6th day of January, 2000, before me, a Notary Public in and for the County and State aforesaid, appeared Robert L. Herst, to me personally known to be the same person who subscribed to the foregoing instrument, and acknowledged that execution of said document was a free and voluntary act for the uses and purposes therein expressed. WITNESS my hand and seal the day and year last above given.

Notary Public: Sandra J. Storto

My Commission Expires: 6/12/01

OFFICIAL SEAL
SANDRA J STORTO
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES:06/12/01

SCHEDULE A

Trademark	Serial No.	Filing Date
IT STIRS THE SOUL	75/639,259	February 8, 1999

DATE: January 25, 2000
APPLICANT: KRAFT FOODS HOLDINGS, INC
MARK: IT STIRS THE SOUL
SERIAL NO: 75/639,259
FILED: FEBRUARY 8, 1999

TRADEMARK ASSIGNMENT

U.S. PATENT AND TRADEMARK OFFICE MAIL ROOM STAMP HEREON ACKNOWLEDGES RECEIPT OF THE ABOVE DOCUMENT ON THE DATE STAMPED.

RECORDED: 01/27/2000