

06-12-2000



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M.D.
5.18.00

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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
 03 17 2000

Name The NutraSweet Company

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 Tabletop Acquisition Corp.

DBA/AKA/TA a/k/a Merisant Co.

Composed of

Address (line 1) Merchandise Mart

Address (line 2) 200 World Trade Center, Suite 900

Address (line 3) Chicago

IL

60654

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

- Corporation Association

Other

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.)

Citizenship/State of Incorporation/Organization Delaware

06/09/2000 ASBCTT 00000104 75357602

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01 FC:481
02 FC:482

40.00 OP
275.00 OP

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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.

James F. Donato

5/18/2000

Name of Person Signing

Signature

Date Signed

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS is entered into this 17th day of March, 2000, by The NutraSweet Company, a Delaware corporation ("Assignor"), in favor of Tabletop Acquisition Corp., a Delaware corporation ("Assignee").

WHEREAS, Monsanto Company, Tablesweet, Inc., Searle Patients in Need Foundation and Assignee are parties to a certain Asset Purchase Agreement dated as of February 3, 2000 (the "Agreement"), pursuant to which Assignee has agreed to purchase the Business (as defined in the Agreement); and

WHEREAS, pursuant to the Agreement, Assignor desires to assign and transfer to Assignee all of its right, title and interest in and to the marks listed on Exhibit A attached hereto (the "Marks") and Assignee is desirous of acquiring the same.

NOW, THEREFORE, for the foregoing recited consideration and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign, sell and transfer to Assignee all of its right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, the right to sue for past infringement thereof, the registration and application for registration therefor, and all the benefit of the Marks. Assignor does further consent to the recordation of this Assignment of Trademarks by Assignee with any governmental agency.

This Assignment of Trademarks shall be binding upon Assignor, its successors and assigns, and shall inure to the benefit of Assignee and its successors and assigns.

* * * * *

IN WITNESS WHEREOF, Assignor has executed this Assignment of Trademarks as of the date first written above.

THE NUTRASWEET COMPANY

By: Charles S. Johnson

Name: CHARLES S. JOHNSON

Title: AUTHORIZED REPRESENTATIVE

EXHIBIT A**MARKS**

The Nutrasweet Company

Country	Mark	Serial No.	Filing Date	Reg. No.	Reg. Date
United States	CANDEREL	294769	01/26/81	1217173	11/23/82
United States	EQUAL	73/236309	10/22/79	1158683	06/30/81
United States	EQUAL	73/464357	02/06/84	1318800	02/12/85
United States	EQUAL	74/461225	11/22/93	2012219	10/29/96
United States	EQUAL	75/357682	09/16/97		
United States	EQUAL	75/357681	09/16/97		
United States	EQUAL	75/357683	09/16/97		
United States	EQUAL FOR BAKING	75/129508	07/03/96		
United States	EQUAL MEASURE	74/343280	12/28/92		
United States	EQUAL SIGN DESIGN	73/694935	11/12/87	1504461	09/20/88
United States	LIKE SUGAR, ONLY BETTER	75/623795	01/19/99		
United States	SPOONFUL	74/250329	02/27/92	1794061	09/21/93