

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To The Honorable Commissioner for Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Name: <u>KRAFT FOODS, INC.</u> Address: <u>THREE LAKES DRIVE</u> City: <u>NORTHFIELD</u> State: <u>IL</u> Zip: <u>60093</u> Individual(s) Association General Partnership Limited Partnership <input checked="" type="checkbox"/> Corporation-State of: <u>DELAWARE</u> Other:</p>	<p>2. Name and address of receiving party(ies): Name: <u>KRAFT FOODS HOLDINGS, INC.</u> Address: <u>THREE LAKES DRIVE</u> City: <u>NORTHFIELD</u> State: <u>IL</u> Zip: <u>60093</u> Individual(s) Association General Partnership Limited Partnership <input checked="" type="checkbox"/> Corporation-State of: <u>DELAWARE</u> Other:</p>
<p>3. Nature of Conveyance: <input checked="" type="checkbox"/> Assignment Merger Security Agreement Change of Name Other</p> <p>Execution Date:</p>	<p>If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes <u>No</u> (Designations must be a separate document from Assignment) Additional names(s) & address(es) attached? Yes <u>No</u></p>
<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>75/779,243</u> <u>CHEEZY AND DARN PROUD OF IT</u></p>	<p>B. Trademark Registration No.(s)</p>
<p>Additional numbers attached? Yes (If yes, then attach numbers on a separate sheet and send along with this page) <u>No</u></p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Susan Hanaway Frohling</u> Company: <u>Kraft Foods</u> Street Address: <u>Three Lakes Drive</u> City: <u>Northfield</u> State: <u>IL</u> Zip: <u>60093</u></p>	<p>6. Total number of applications and registrations invoiced:</p> <p>7. Total fee (37 CFR 3.41): <u>\$ 40.00</u> <u>\$40 for one mark; \$25 each additional</u> <input checked="" type="checkbox"/> Enclosed Authorized to be charged to deposit account #11-1650 if any additional fees are required.</p> <p>8. Deposit account number: <u>11-1650</u> (Attach duplicate copy of this page if paying by deposit account)</p>

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 Susan Hanaway Frohling

Signature

Susan Hanaway Frohling

Date: October 12, 2000

Total number of pages comprising cover sheet:

700002502

TRADEMARK
 REEL: 002133 FRAME: 0130

SPM

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.

TRADEMARK
REEL: 002133 FRAME: 0131

Schedule A

Trademark

Application Number

CHEEZY AND DARN PROUD OF IT

75/779,243

TRADEMARK
REEL: 002133 FRAME: 0132

IN WITNESS WHEREOF, Assignor has executed this Assignment as of
October 12, 2000.

KRAFT FOODS, INC.

By: Deborah L. Galvin
Deborah L. Galvin

Its: Assistant Secretary

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

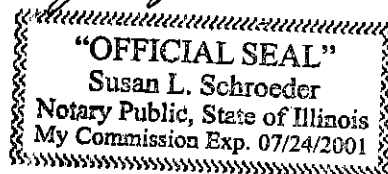
On this 12th day of October, 2000 before me, a
Notary Public in and for the County and State aforesaid, appeared
Deborah L. Galvin, to me personally known to be the same person who
subscribed to the foregoing instrument, and acknowledged that execution of said
document was a free and voluntary act for the uses and purposes therein
expressed. WITNESS my hand and seal the day and year last above given.

Notary Public:

Susan L. Schroeder

My Commission Expires:

July 24, 01



TRADEMARK

RECORDED: 10/19/2000 EL: 002133 FRAME: 0133