

FORM PTO-1618A

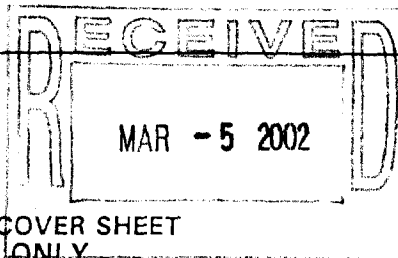
Expires 06/30/99
OMB 0651-0027

03-20-2002



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RECORDATION FORM COVER SHEET
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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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	<u>3-5-02</u>	<input type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Resubmission (Non-Recordation)	Document ID # _____	<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Nunc Pro Tunc Assignment
<input type="checkbox"/> Correction of PTO Error	Reel # _____ Frame # _____	<input checked="" type="checkbox"/> Merger	Effective Date Month Day Year <u>07 29 01</u>
<input type="checkbox"/> Corrective Document	Reel # _____ Frame # _____	<input type="checkbox"/> Change of Name	
		<input type="checkbox"/> Other _____	

Conveying Party Mark if additional names of conveying parties attached.

Name Nabisco Brands Company Execution Date
Month Day Year
07 27 01

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 Kraft Foods Holdings, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) Three Lakes Drive

Address (line 2) _____

Address (line 3) Northfield Illinois 60093
City State Zip Code

Individual General Partnership Limited Partnership Association

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

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 on a separate document from assignment.)

FOR OFFICE USE ONLY

03/19/2002 TDIAZ1 00000117 111650 75564574

Q1 FC:481 40.00 CH
Q2 FC:482 4475.00 CH

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FORM PTO-1618B
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U.S. Department of
Commerce
Patent and Trademark Office
TRADEMARK

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name _____
Address (line 1) _____
Address (line 2) _____
Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number 312-577-7000

Name Joseph T. Nabor
Address (line 1) Fitch, Even, Tabin & Flannery
Address (line 2) 120 South LaSalle Street, Suite 1600
Address (line 4) Chicago, Illinois 60603

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 11

Trademark Application Number(s) or Registration Number(s) [X] 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)		
Attached List A			Attached List B		

Number of Properties Enter the total number of properties involved. # 180

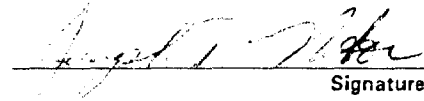
Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 4515.00

Method of Payment: Enclosed [] Deposit Account [X]
(Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: # 11-1650
Authorization to charge additional fees: Yes [X] 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.

Joseph T. Nabor
Name of Person Signing


Signature

11/06/01
Date Signed

PENDING APPLICATIONS

SCHEDULE A

App No	Reg No	Filed	Trademark
74/564574		23-Aug-94	TANGY FRUITS
75/303397		19-May-97	RELAX. GO NUTS.
75/325831		17-Jul-97	GO NUTS.
75/339088		11-Aug-97	FAMOUS
75/425377		29-Jan-98	JUICERS
75/425805		29-Jan-98	BREATH SAVERS INTENSE MINI-MINTS
75/435437		17-Feb-98	SIDEWINDERS
75/477261		30-Apr-98	BREATH SAVERS LONGEST KISS CHALLENGE
75/477262		30-Apr-98	BREATH SAVERS THE WORLD'S LONGEST KISS CHALLENGE
75/481469		8-May-98	SMART
75/503596		16-Jun-98	ROCK & SKATE
75/510470		26-Jun-98	SIDEWINDERS SIDE BY SIDE
75/518009		9-Jul-98	GUMMI DUO HEARTS
75/524697		20-Jul-98	MISTER SALTY Character Device
75/586621		2-Nov-98	COOKIE MALLOWS
75/597219		30-Nov-98	PACKS 2 GO!
75/613740		30-Dec-98	SUPER FUDGE BLAST
75/616027		5-Jan-99	COOKIE TV
75/639811		12-Feb-99	SO CUTE, YOU COULD EAT 'EM UP
75/642060		17-Feb-99	STRIPED SHORTBREAD
75/644382		18-Feb-99	100% REAL CHEESE TASTE EXPLOSION
75/655159		8-Mar-99	SNACK MALLOWS
75/655168		8-Mar-99	SNACKIN' MALLOWS
75/679072		9-Apr-99	MOM'ERABLE MOMENTS
75/702709		11-May-99	TO YOUR HEALTH!
75/707659		11-May-99	HOT DOGZ
75/708157		17-May-99	LIFE SAVER
75/733635		22-Jun-99	SEASONUTS
75/751666		15-Jul-99	KIDS SPOT
75/751798		15-Jul-00	KIDS SPOT
75/754513		16-Jul-99	KIDS PLACE
75/754514		16-Jul-99	KIDS PLACE
75/756918		21-Jul-99	CAFE CREMES
75/757905		22-Jul-99	NABISCO KIDS WORLD
75/757987		22-Jul-99	KIDS WORLD
75/757990		22-Jul-99	NABISCO KIDS WORLD
75/770620		5-Aug-99	NABISCO WORLD
75/782022		23-Aug-99	PREMIUM PARTNERS and Design
75/805742		22-Sep-99	CHOOSE YOUR TRAIL
75/807067		23-Sep-99	PLANTERS CASHEWS CRUNCH
75/814533		4-Oct-99	I'LL TAKE YOU TO THE GAME
75/814541		4-Oct-99	OREOS
75/840663		3-Nov-99	Misc. Design (Bear Design with One Arm Raised)
75/852284		17-Nov-99	SWEET ROASTS
75/895210		12-Jan-00	POP 'N SNACK
75/910170		26-Jan-00	A.1. ROLLING STEAK HOUSE
75/910172		26-Jan-00	A.1. ROLLING STEAK HOUSE
75/910173		26-Jan-00	A.1. ROLLING STEAK HOUSE
75/910253		27-Jan-00	KICKERZ
75/910254		27-Jan-00	NUTTY DOUBLES
75/915499		2-Feb-00	Skate Design
75/915500		2-Feb-00	Racket Design
75/920519		7-Feb-00	CANDYSTAND
75/920554		7-Feb-00	PLANTERS PEANUT BAR BITES
75/925375		9-Feb-00	Basketball Design
75/925378		9-Feb-00	Baseball Mitt Design
75/925379		9-Feb-00	Soccer Ball Design
75/930162		11-Feb-00	NUTRAJOINT PLUS

App No	Reg No	Filed	Trademark
75/930397		14-Feb-00	KID CITY
75/930398		14-Feb-00	KID CITY
75/930402		14-Feb-00	KID LAND
75/930403		14-Feb-00	KID LAND
75/935056		15-Feb-00	SIDELINE
75/935057		15-Feb-00	SIDELINE
75/950179		28-Feb-00	SNACK SACKS
75/950361		29-Feb-00	HONEY MAID GRAHAMS S'MORES
75/950587		1-Mar-00	LIVE WELL. SNACK WELL.
75/955884		10-Mar-00	NABISCO DELIVERS
75/955885		10-Mar-00	NABISCO DELIVERS
75/955886		10-Mar-00	SHOPPER DNA
75/955887		10-Mar-00	SHOPPER DNA
75/955890		10-Mar-00	SYNERGY
75/955891		10-Mar-00	SYNERGY
75/955898		10-Mar-00	RETAIL EDGE
75/955899		10-Mar-00	RETAIL EDGE
76/144379		10-Oct-00	Circular Design
76/145722		10-Oct-00	LIFE SAVERS Circular Design
76/148566		16-Oct-00	SW Design II (3-D Cookie)
76/148581		16-Oct-00	SW Design I (SW Stylized)
76/233994		30-Mar-01	Wedge of Cheese Character
76/268538		6-Jun-01	I'LL TAKE YOU TO THE GAME
76/268539		6-Jun-01	Corn Character
78/006106		28-Apr-00	BROUGHT TO YOU BY THE OUT THERE TASTE AND CRUNCH OF CORNNUT
78/007064		5-May-00	GET THE NUTS TOGETHER FOR THE HOLIDAYS
78/007243		8-May-00	KOOL STUF HAPPENS
78/008752		18-May-00	FUNKADELIC
78/009655		24-May-00	A COZY LITTLE PLACE IN YOUR DAY
78/009656		24-May-00	GET THE NUTS TOGETHER
78/009657		24-May-00	GET THE NUTS TOGETHER
78/012523		13-Jun-00	MISTER SALTY Character Design
78/012919		15-Jun-00	TRADITION YOU CAN TASTE
78/013356		19-Jun-00	MEGA-DUALS
78/014053		22-Jun-00	Burger Character with Striped Hat
78/014054		22-Jun-00	Burger Character with Bowler Hat
78/014055		22-Jun-00	Burger Character with Dotted Hat
78/017524		19-Jul-00	Strawberry in the Splash of Cream Design
78/017525		19-Jul-00	Orange in the Splash of Cream Design
78/017526		19-Jul-00	Candy Design
78/017527		19-Jul-00	Chocolate in the Splash of Cream Design
78/018277		25-Jul-00	CORN GONE WRONG
78/018278		25-Jul-00	IN SEVEN MEAN FLAVORS
78/018361		25-Jul-00	BEECH-NUT
78/018772		28-Jul-00	BEECH-NUT QUALITY Design
78/018773		28-Jul-00	TID-BITS
78/019406		2-Aug-00	BOOMERANG
78/019993		7-Aug-00	RED BOX
78/020164		8-Aug-00	RITZ CRISPS
78/020165		8-Aug-00	WHEAT THINS CRISPS
78/020167		8-Aug-00	CHEESE NIPS CRISPS
78/021185		14-Aug-00	TROLLI-O'S
78/023504		29-Aug-00	PEACHIE-O'S
78/024172		1-Sep-00	NUT MATES
78/024174		1-Sep-00	NUT CRISPS
78/025347		11-Sep-00	CANDY-BLASTS
78/025935		14-Sep-00	WACKY FACES
78/025936		14-Sep-00	JUMBLERS

App No	Reg No	Filed	Trademark
78/025937		14-Sep-00	GAMESTERS
78/025938		14-Sep-00	Dog with Fork Design
78/025939		14-Sep-00	Dog with Arms Out Design
78/026907		20-Sep-00	GET THE NUTS TOGETHER FOR THE BIG GAME
78/026908		20-Sep-00	GET THE NUTS TOGETHER FOR THE BIG GAME
78/026909		20-Sep-00	GET THE NUTS TOGETHER FOR A SPRING VACATION
78/026910		20-Sep-00	GET THE NUTS TOGETHER FOR A SPRING VACATION
78/026911		20-Sep-00	GET THE NUTS TOGETHER FOR THE TAILGATE
78/026912		20-Sep-00	GET THE NUTS TOGETHER FOR THE TAILGATE
78/027579		25-Sep-00	WIN THE HOLE THING
78/027580		25-Sep-00	WIN THE HOLE THING
78/027581		25-Sep-00	PLAY BALL
78/027582		25-Sep-00	DIZZY DINOS
78/028361		29-Sep-00	FUNMAKERS
78/028654		2-Oct-00	SNACK ALERT
78/033438		2-Nov-00	A.1. STEAKHOUSE
78/033835		3-Nov-00	NABISCO
78/033836		3-Nov-00	NABISCO w/Triangle and Colophon
78/035009		13-Nov-00	BLUEBERRY BLASTOFFS
78/035010		13-Nov-00	MELON-O'S
78/035064		13-Nov-00	LIFE SAVERS GUMMIES
78/035065		13-Nov-00	SURPRISINGLY HARDCORE CORN SNACKS IN SEVEN MEAN FLAVORS
78/036234		21-Nov-00	THEY GOT THE MOVES
78/037018		29-Nov-00	CHIPS AHOY!
78/037407		1-Dec-00	MILK CHANGERS
78/038311		7-Dec-00	STRAWBERRY SEAS
78/038787		11-Dec-00	FUN IN A CAN
78/039009		12-Dec-00	GRAB SOME
78/039333		14-Dec-00	AMERICA'S FAVORITE COOKIE
78/039668		18-Dec-00	MORE MMM...IN THE MIDDLE
78/039669		18-Dec-00	MORE CHEESE TO PLEASE
78/041358		2-Jan-01	BEEF STEAKS
78/041359		2-Jan-01	CHICKEN DRUMSTIX
78/042211		8-Jan-01	VALENTINE PALS
78/042610		10-Jan-01	BAKER'S PRIDE
78/042751		11-Jan-01	BACON WRAPPERS
78/045601		30-Jan-01	CRAZY CARS
78/045602		30-Jan-01	ALIENS & SAUCERS
78/046289		2-Feb-01	GO-PAKS
78/046291		2-Feb-01	GO PAKS
78/047305		8-Feb-01	ADVENTURE IN EVERY BITE
78/047956		12-Feb-01	NABISCO KIDS
78/047957		12-Feb-01	NABISCO KIDS
78/048084		13-Feb-01	LIFE SAVERS SALVAVIDAS
78/048085		13-Feb-01	SALVAVIDAS
78/049936		23-Feb-01	LOVE 'EM ALL YOU WANT
78/054217		21-Mar-01	EXTREME WAVE FRUIT ROLLS
78/057984		11-Apr-01	SPOOKY SNACKS
78/064196		17-May-01	JUICERS
78/066694		31-May-01	PREMIUM GOLD
78/067997		7-Jun-01	BEARWICHES
78/069003		13-Jun-01	DENTASNACKS
78/072062		2-Jul-01	GO-PAKS
78/072491		5-Jul-01	MILK-BONE (Stylized)

REGISTRATIONS

SCHEDULE B

Reg No	Date	Trademark
2480967	21-Aug-01	BRITE OCTOPUS
2491448	18-Sep-01	BACON & CHEESERS
2495259	9-Oct-01	CHEEZ MANIA
2481836	28-Aug-01	Miscellaneous Design (Bear with Arms at Side)
2486878	11-Sep-01	NEUTRAZIN
2489310	11-Sep-01	THE CREAMIEST, DREAMIEST LIFE SAVERS YET
2489703	11-Sep-01	SWEET & NUTTY
2491032	18-Sep-01	CRYSTAL CRAZE
2493136	25-Sep-01	THE REFRESHING FLAVORS OF LIFE
2493137	25-Sep-01	LIFE SAVERS. THE REFRESHING FLAVORS OF LIFE.

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"NABISCO BRANDS COMPANY", A DELAWARE CORPORATION,

"NABISCO MUSIC PUBLISHERS, INC.", A DELAWARE CORPORATION,

"NABISCO MUSIC VENTURES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "KRAFT FOODS HOLDINGS, INC." UNDER THE NAME OF "KRAFT FOODS HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JULY, A.D. 2001, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF JULY, A.D. 2001, AT 11:59 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3123106 8100M

AUTHENTICATION: 1275085

010375837

DATE: 03-02-01

TRADEMARK
REEL: 002462 FRAME: 0451

CERTIFICATE OF MERGER
OF
NABISCO BRANDS COMPANY,
NABISCO MUSIC VENTURES, INC. AND
NABISCO MUSIC PUBLISHERS, INC.
INTO
KRAFT FOODS HOLDINGS, INC.

Pursuant to Section 251 of the
General Corporation Law of the State of Delaware

KRAFT FOODS HOLDINGS, INC., a corporation organized and existing under the law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: The constituent business corporations participating in the merger herein certified are:

(a) Nabisco Brands Company, which is incorporated under the laws of the State of Delaware;

(b) Nabisco Music Ventures, Inc., which is incorporated under the laws of the State of Delaware;

(c) Nabisco Music Publishers, Inc., which is incorporated under the laws of the State of Delaware; and

(d) Kraft Foods Holdings, Inc., which is incorporated under the laws of the State of Delaware.

SECOND: The Agreement of Merger of Nabisco Brands Company, Nabisco Music Ventures, Inc., and Nabisco Music Publishers, Inc. with and into Kraft Foods Holdings, Inc. has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving corporation is Kraft Foods Holdings, Inc.

FOURTH: The Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The merger is to become effective at 11:59 p.m. (Eastern Daylight Time) on July 29, 2001.

SIXTH: The executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is Three Lakes Drive, Northfield, Illinois 60093.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

Dated: July 27, 2001

KRAFT FOODS HOLDINGS, INC.

By: /s/ Robert L. Herst
Name: Robert L. Herst
Title: Vice President