

07-16-2002



Form PTO-1594

RE

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

102157648

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

1. Name of conveying party(ies):

Henri's Food Products Co., Inc.

7.11.02

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 07/01/2002

2. Name and address of receiving party(ies)

Name: ACH Food Companies, Inc.

Internal Address:

Street Address: 7171 Goodlett Farms Parkway

City: Cordova State: TN Zip: 38018-4909

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State 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 name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) see attached

Additional number(s) attached Yes No

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

Name: Peter E. Mims

Internal Address: Vinson & Elkins, L.L.P.

2300 First City Tower

Street Address: 1001 Fannin

City: Houston State: TX Zip: 77002-6760

6. Total number of applications and registrations involved:

13

7. Total fee (37 CFR 3.41).....\$ 340.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

22-0365 ATTN: ACH100/36000

DO NOT USE THIS SPACE

9. Signature.

Peter E. Mims

Name of Person Signing

Peter E. Mims
Signature

7/11/02
Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

07/15/2002 BTOM11 00000130 0843781

01 FC:481 40.00 OP
02 FC:482 300.00 OP

TRADEMARK
REEL: 002544 FRAME: 0072

Mark	Registered Owner	Registration Number
HENRI'S	Henri's	0843781
HENRI'S AND H DEVICE	Henri's	1243010
HENRI'S IN OVAL DEVICE	Henri's	1883780
HENRI'S & DESIGN	Henri's	0755632
SMOKY BITS	Henri's	0840670
FREN-CHEE	Henri's	0989704
HENRI'S YOGONAISE	Henri's	1236575
HENRI'S TAS-TEE DRESSING & DESIGN	Henri's	0719730
RANCHOUSE	Henri's	1515615
SALAD FOR ONE	Henri's	1390081
TAS-TEE	Henri's	1246513
YOGOWHIP	Henri's	1379373
ZIPPER TOP	Henri's	1266460

TRADEMARK ASSIGNMENT

TRADEMARK ASSIGNMENT made this 1st day of July, 2002 (this "Assignment") by Conopco, Inc., a New York corporation with an office at 390 Park Avenue, New York, NY 10022 ("Conopco"), and Henri's Food Products Co., Inc., a Wisconsin corporation with an office in Milwaukee, Wisconsin ("Henri's" and, together with Conopco, the "Assignors"), to ACH FOOD COMPANIES, INC. a Delaware corporation with an office at 7171 Goodlett Farms Parkway, Cordova, TN 38018-4909 ("Purchaser" and, together with Assignor, the "Parties").

WHEREAS, Assignors are the owners of certain registered trademarks listed in Schedule A attached hereto (the "Trademarks");

WHEREAS, Assignors have agreed in the Asset Purchase Agreement dated as of April 22, 2002 (the "Asset Purchase Agreement"), between Conopco and Purchaser to assign all of their right, title and interest in, to and under the above identified Trademarks to Purchaser;

WHEREAS, Purchaser desires to acquire all of the Assignors' right, title and interest in, to and under said Trademarks; and

WHEREAS, terms used herein but not defined herein shall have the meanings assigned to such terms in the Asset Purchase Agreement.

NOW, THEREFORE, in consideration of the premises contained in this Assignment and the Asset Purchase Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignors do hereby sell, transfer and assign to the Purchaser all of their right, title and interest in, to and under the Trademarks, together with the goodwill of the business associated therewith and symbolized thereby and all rights deriving therefrom, to be held and enjoyed by Purchaser for its own use and benefit and for the use and benefit of its successors, assigns and legal representatives as said rights would have been held and enjoyed by Assignors had this assignment and sale not been made.

Assignors hereby authorize the Commissioner of Patents and Trademarks of the United States and other empowered officials of the United States Patent and Trademark Office to transfer all registrations and applications for the Trademarks to Purchaser as assignee of the entire right, title and interest therein or otherwise as Purchaser may direct, in accordance with this instrument of assignment, and to issue to Purchaser all registrations which may issue with respect to any applications for a trademark or service mark included in the Trademarks.

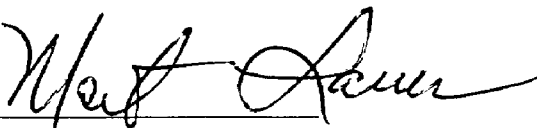
[NYCorp:2100200_5:6/27/2002;7:15 PM]

IN WITNESS WHEREOF, the Assignors have caused this assignment to be executed effective as of the date first written above.

CONOPCO, INC.,

By: 
Name: Mart Laius
Title: Vice President

HENRI'S FOOD PRODUCTS CO., INC.

By: 
Name: Mart Laius
Title: Authorized Signatory

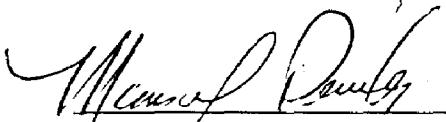
[NYCorp;2100200_5;6/27/2002;7:15 PM]

TRADEMARK
REEL: 002544 FRAME: 0075

State of New York)
New York) SS.
)

I, a notary public for the country and state aforesaid, do hereby certify that Mart Latus, the authorized signatory of Conopco, Inc. ("Conopco") and Henri's Food Products Co., Inc. (together with Conopco, "Assignors"), appeared before me this day in person and acknowledged the execution of the foregoing Assignment on behalf of Assignors as his free and voluntary act.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 1st day of July, 2002.


Notary Public

My commission expires: *9/30/05*

MARISOL DAVILA
Notary Public, State of New York
No. 31-4779988
Qualified in Bronx County
Commission Expires 9/30/05

[NYCorp;2100200_5;6/27/2002;7:15 PM]

SCHEDULE A

Mark	Registered Owner	Reg. No.	Reg. Date
Mazola	Conopco	83639	10/03/11 (Renewed 10/03/01)
Mazola	Conopco	721414	09/12/61 (Renewed 09/ 12/01)
Mazola	Conopco	742734	12/25/62 (Renewed 12/25/82)
Mazola	Conopco	1172467	10/06/81 (Renewed 10/06/01)
Mazola and Ear of Corn Label	Conopco	1251230	09/13/83
Mazola No Stick	Conopco	1772500	05/18/93
Mazola Right Blend	Conopco	1796017	09/28/93
Ear of Corn Device	Conopco	1647555	06/11/91 (Renewed 06/11/01)
Ear of Corn Device	Conopco	2105284	10/14/97
Mazola	Conopco	State (CA) 76374	03/18/85
Mazola & Design	Conopco	State (CA) 76375	03/18/85
Mazola & Design	Conopco	State (FL) T93280	02/24/93
Argo	Conopco	280717	02/24/31 (Renewed 02/24/01)
Argo	Conopco	102064	01/26/15 (Renewed 01/26/95)
Argo	Conopco	399218	12/22/42 (Renewed 12/22/82)
Kingsford's	Conopco	106471	10/19/15 (Renewed 10/19/95)
Kingsford's Corn Starch Package	Conopco	245427	08/14/28 (Renewed 08/14/88)
Indian Maid Device	Conopco	96572	04/21/14 (Renewed 04/21/94)
Indian Maid Device	Conopco	596170	10/05/54 (Renewed 10/05/94)
Karo	Conopco	41117	09/15/03 (Renewed 09/15/93)
Karo	Conopco	520784	02/07/50 (Renewed 02/07/00)
Karo	Conopco	847502	04/09/68 (Renewed 04/09/88)
Karo	Conopco	902297	11/10/70 (Renewed 11/10/00)
Karo	Conopco	847503	04/09/68 (Renewed 04/09/88)
Golden Griddle	Conopco	939986	08/01/72 (Renewed 08/01/92)
Purlite	Conopco	1187898	01/26/82 (Expired)
Henri's	Henri's	843781	02/06/68 (Renewed 02/06/88)
Henri's and H Device	Henri's	1243010	06/12/83
Henri's in Oval Device	Henri's	1883780	03/14/95
Henri's & Design	Henri's	755632	08/27/63 (Renewed 08/27/83)
Smoky Bits	Henri's	840670	12/12/67 (Renewed 12/12/87)
Fren-chee	Henri's	989704	07/30/74 (Renewed 07/30/94)
Henri's Yogonaise	Henri's	1236575	05/03/83

[NYCorp;2100200_5/6/27/2002;7:15 PM]

Mark	Registered Owner	Reg. No.	Reg. Date
Henri's Tas-Tee Dressing & Design	Henri's	719730	8/8/61 (Expired)
Ranchouse	Henri's	1515615	12/06/88
Salad for One	Henri's	1390081	04/15/86
Tas-Tee	Henri's	1246513	07/26/83
Yogowhip	Henri's	1379373	01/21/86
Zipper Top	Henri's	1266460	02/07/84

[NYCorp;2100200_5;6/27/2002;7:15 PM]