

FORM PTO-1594  
(Rev. 6-93)  
OMB No. 0651-0011 (exp. 4/94)  
M&G 00947.00000001

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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

1. Name of conveying party(ies):  
  
The Quaker Oats Company  
  
 Individuals  Association  
 General Partnership  Limited Partnership  
 Corporation-State of New Jersey  
 Other: \_\_\_\_\_  
  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):  
  
Malt-O-Meal Company  
2600 IDS Center  
80 South Eighth Street  
Minneapolis, MN 55402

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other: \_\_\_\_\_  
  
Execution Date: December 3, 2002

Individual(s) citizenship  Association  
 General Partnership  Limited Partnership  
 Corporation-State of Minnesota  
 Other: \_\_\_\_\_  
  
If assignee is not domiciled in the United States, a domestic representative designation is attached:  
 Yes  No  
(Designations must be separate document from Assignment)  
  
Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or trademark number(s):  
  
A. Trademark Application No.(s)/ Mark(s)  
  
74/664043 / APPLE ZAPS  
78/027489 / BRONTOSAURUS BLASTS  
75/768210 / COCOA AND PEANUT BUTTER BLASTS

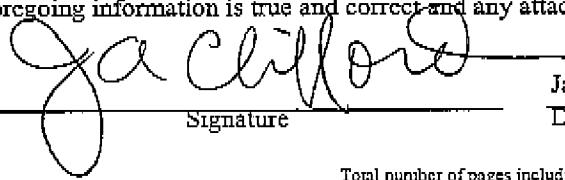
B. Trademark Reg. No.(s)/Mark(s)  
  
1781628 / COCOA BLASTS  
2141348 / (MISCELLANEOUS DESIGN)

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: John A. Clifford  
Address: MERCHANT & GOULD P.C.  
P.O. Box 2910  
Minneapolis, MN 55402-0910

6. Total number of applications and trademarks involved: 14  
  
7. Total fee (37 CFR 3.41): \$365.00  
 Enclosed  
 Authorized to be charged to deposit account  
  
8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

DO NOT USE THIS SPACE

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.  
  
John A. Clifford  
Name of Person Signing



January 31, 2003  
Date

Total number of pages including cover sheet, attachments, and document: 6

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner for Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1300C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

Application number(s) or trademark number(s):

1. Trademark Reg. No.(s)/Mark(s)

2137770 / (MISCELLANEOUS DESIGN)

2151235 / (MISCELLANEOUS DESIGN)

2131084 / (MISCELLANEOUS DESIGN)

2143188 / (MISCELLANEOUS DESIGN)

2052475 / GREAT TASTE & SAVINGS BY THE BAGFUL!

2133146 / (MISCELLANEOUS DESIGN)

2129376 / (MISCELLANEOUS DESIGN)

1986118 / MARSHMALLOW SAFARI

2390511 / FRUITY OCEAN ADVENTURE

**ASSIGNMENT OF TRADEMARKS**

THIS ASSIGNMENT, dated as of December 3, 2002 (the "Assignment"), is made by The Quaker Oats Company, a New Jersey corporation ("Assignor") to Malt-O-Meal, a Minnesota corporation ("Assignee").

WHEREAS, Assignor and Assignee are parties to a certain Asset Purchase and Sale Agreement dated as of November 8, 2002 (the "Purchase Agreement");

WHEREAS, Assignor has registered or sought registration for the trademarks listed on Exhibit A attached hereto, and may use and may have developed goodwill in the trademarks and product names listed on Exhibit B attached hereto (collectively, the "Trademarks");

WHEREAS, Assignor has agreed pursuant to the Purchase Agreement to sell, assign, transfer and convey to Assignee all right, title and interest in and to the Trademarks, if any, including all registrations and applications for registrations therefor, and the goodwill associated with the Trademarks, if any, as part of the entire business or portion therefor to which the Trademarks pertain; and

WHEREAS, all capitalized terms used without definition herein shall have the meaning specified in the Purchase Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Assignor hereby takes the following actions and makes the following agreement:

1. Assignor hereby sells, assigns, transfers and conveys to Assignee, all right, title and interest in and to the Trademarks, if any, including all registrations and applications for registrations therefor, and the goodwill associated with the use of and symbolized by the Trademarks, if any, as part of the entire business or portion therefor to which the Trademarks pertain. Further, Assignor hereby assigns, transfers and sets over unto Assignee all right, if any, to sue for and to collect damages, profits and other relief for any past infringement of the Trademarks.

EXCEPT AS SET FORTH IN THE PURCHASE AGREEMENT, ASSIGNOR MAKES NO REPRESENTATIONS OR WARRANTIES WHATSOEVER, EITHER EXPRESS OR IMPLIED, WITH RESPECT TO THE TRADEMARKS.

2. At the request of Assignee, Assignor shall execute and deliver to Assignee any and all additional documents as Assignee may reasonably require to vest title to the Trademarks in Assignee and/or to carry out the intent of this Assignment.

[Signature page for Trademark Assignment Agreement (U.S.)]

IN WITNESS WHEREOF, Assignor has duly executed this Assignment as of the day and year first above written.

THE QUAKER OATS COMPANY

By: Thomas J. Ryan

Title: Sr. V.P. General Counsel, & Secretary

(SEAL)

STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF ~~COOK~~ )

*(acting in <sup>Will</sup> COOK County)*

On December 3, 2002, before me Judith M. Miller, a Notary Public, personally appeared Thomas J. Ryan, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he (she) executed the same in his (her) authorized capacity, and that by his (her) signature on the instrument the person or the entity upon behalf of which he (she) acted, executed this instrument.

WITNESS my hand and official seal

Judith M. Miller  
Notary Public 4-20-06

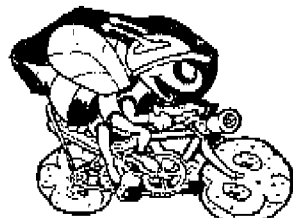


**EXHIBIT A**  
REGISTERED, PENDING and FORMERLY REGISTERED MARKS

<b>Trademark</b>	<b>Serial/Registration Number</b>	<b>Application/Registration Date</b>
APPLE ZAPS	74/664043	April 21, 1995
COCOA BLASTS	1781628	July 13, 1993
DESIGN (DUCK KICKING SOCCER BALL)	2141348	March 3, 1998
DESIGN (MONKEY ON TIRE SWING)	2137770	February 17, 1998
DESIGN (SNOW BOARDING WALRUS)	2151235	April 14, 1998
DESIGN (RHINO PEERING FROM BUSHES)	2131084	January 20, 1998
DESIGN (FLYING COW WITH WINGS)	2143188	March 10, 1998
GREAT TASTE & SAVINGS BY THE BAGFUL!	2052475	April 15, 1997
DESIGN (SURFING SHARK)	2133146	January 27, 1998
DESIGN (CAT PLAYING SAXOPHONE)	2129376	January 13, 1998
MARSHMALLOW SAFARI	1986118	July 9, 1996
FRUITY OCEAN ADVENTURE	2390511	September 26, 2000
BRONTOSAURUS BLASTS	78/027489	September 25, 2000
COCOA AND PEANUT BUTTER BLASTS	75/768210	August 15, 1999

**EXHIBIT B**  
**COMMON LAW MARKS**

- JOE BAG-"BEE"
- (BEE DESIGN)



- CINNAMON CRUNCH
- COCOA BRONTOSAURUS BLAST
- 
- FROSTED FLAKERS
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- 
- FRUITY BRONTOSAURUS BLAST
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The Trademarks shall further include any plain type, stylized or logo versions of any of the items set forth above, and any common-law rights and state applications and registrations for any of the foregoing.

**Slogans**

- "All You Need To Know About Cereal Prices Is In The Bag."
- "Still At Least \$1 Less Than Boxed Brands Everyday."
- "Look For What's Not In The Box."
- "The Smart Way To Buy Cereal."
- "It's A Whole New Bowl Game."