

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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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):

ACH Food Companies, Inc.

- 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: 05/02/2003

2. Name and address of receiving party(ies)

Name: Abitec Corporation (d/b/a Cereform USA)

Internal

Address: _____

Street Address: 501 West First Avenue

City: Columbus State: OH Zip: 43215

- 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) 1,752,765;
2,273,418

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 St.

City: Houston State: TX Zip: 77002-6760

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- 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


Signature

5-6-03

Date

Total number of pages including cover sheet, attachments, and document: 2

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

ASSIGNMENT

WHEREAS, **ACH Food Companies, Inc.** ("Assignor"), a corporation organized and existing under the laws of the State of Delaware, having a place of business at 7171 Goodlett Farms Parkway, Memphis, Tennessee 38018 owns certain marks as follows:

MARK	Country or State	Reg. No.
RESPONDO	US	1,752,765
RUSTCO	US	2,273,418

; and

WHEREAS, **Abitec Corporation** (d/b/a Cereform USA) ("Assignee"), a corporation organized and existing under the laws of the State of Delaware, having a place of business at 501 West First Avenue, Columbus, Ohio 43215, is desirous of acquiring the entire right, title and interest in and to the above-identified marks, applications and registrations, and in and to any renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith;

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged:

Assignor hereby sells, assigns and transfers unto the Assignee all of Assignor's right, title and interest in and to the above-identified marks, applications and registrations, and in and to any renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith and any right to recover for past infringement thereof and other past injury thereto, to have and to hold unto Assignee, its successors and assigns, forever.

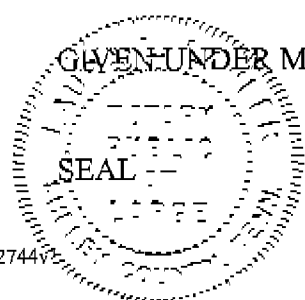
ACH Food Companies, Inc.

Date: 5-2-03

By: *Carmen Sciackitans*
 Name: CARMEN SCIACKITANS
 Title: VICE PRESIDENT

STATE OF Tennessee §
 COUNTY OF Shelby §

BEFORE ME, the undersigned, a Notary Public, on this day personally appeared *Carmen Sciackitans*, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of said ACH Food Companies, Inc., a corporation, and that he/she has executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.



GIVEN UNDER MY HAND and seal of office, this 2nd day of May, 2003

Angela Stewler
 Notary Public
 Exp. 12-5-03

TRADEMARK
 REEL: 2644 FRAME: 0748



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Direct Dial 713-758-2732
Direct Fax 713-615-5703
pmims@velaw.com

May 6, 2003

Via Facsimile (703) 306-5995 (3 pages)
Mail Stop Assignment
Recordation Services
Director of the U.S. Patent and Trademark Office
PO Box 1450
Alexandria, VA 22313-1450

Re: Recordation of Trademark Assignment
Marks: RESPONDO and RUSTCO
Registration No.: 1,752,765 and 2,273,418
Our Reference: ACH100/5-168 and 5-169

Dear Sir:

Enclosed for filing in the Patent and Trademark Office are the Recordation Form Cover Sheet and attached Trademark Assignment for the above referenced trademark registration.

Please charge all required fees to Deposit Account No. 22-0365; ATTN: ACH100/36000.

Very truly yours,

Peter E. Mims

Enclosures

1194836_1.DOC