

Form PTO-1584 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patents and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Kraft Foods Holdings, Inc.
Kraft Food Ingredients Corporation

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State: Delaware
☐ Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? ☐ Yes ☒ No

3. Nature of conveyance)/Execution Date(s):

Execution Date(s) May 28, 2006

- ☒ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☒ No

Name: Franklin Baker Incorporated c/o Chemoil Corporation

Internal

Address: Suite 1100

Street Address: Four Embarcadero Center

City: San Francisco

State: CA

Country: U.S.A. Zip: 94111

☐ Association Citizenship _____

☐ General Partnership Citizenship _____

☐ Limited Partnership Citizenship _____

☒ Corporation Citizenship Delaware

☐ Other _____ Citizenship _____

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)

4. Application number(s) or registration number(s) and Identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

220053, 682984, 682985

Additional sheets attached? ☐ Yes ☒ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Caroline G. Chicoine

Internal Address: Thompson Coburn LLP

Street Address: One US Bank Plaza

City: St. Louis

State: MO ZIP: 63101

Phone Number: 314-552-6499

Fax Number: 314-552-7499

Email Address: cchicoine@thompsoncoburn.com

6. Total number of application and registrations involved:

3

7. Total fee (37 CFR 2.6(b)(6) & 3.41): \$ 90.00

- ☐ Authorized to be charged by credit card
☒ Authorized to be charged to deposit account
☐ Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 20-0823
Authorized User Name Thompson Coburn LLP

9. Signature:


Signature

July 25, 2006

Date

Caroline G. Chicoine

Name of Person Signing

Total number of pages including cover sheet, attachments, and documents:

6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1460, Alexandria, VA 22313-1460

TRADEMARK

REEL: 003356 FRAME: 0025

700277843

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is made and entered into as of May 28, 2006 ("Effective Date") by and between Kraft Foods Holdings, Inc., a Delaware corporation ("KFH"), Kraft Food Ingredients Corporation, a Delaware corporation ("KFI", together with KFH, the "Assignors"), and Franklin Baker Incorporated, a Delaware corporation, but incorrectly identified in the Agreement as "Franklin Baker Corporation" (the "Assignee").

WHEREAS, KFI and Assignee are parties to that certain Stock and Asset Purchase Agreement dated April 7, 2006 (the "Agreement");

WHEREAS, pursuant to the Agreement, Assignors wish to assign to Assignee, and Assignee wishes to acquire from Assignors, the marks represented in the United States trademark registrations set forth on Schedule A attached hereto, in each case, together with the goodwill of the business associated therewith (the marks and the goodwill collectively, the "Marks"); and

WHEREAS, Assignee is a successor to that part of Assignors' business to which the Marks pertain, and that business is ongoing and existing.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignors hereby sell, assign, transfer and set over to Assignee the entire right, title and interest in and to the Marks, for the United States and for all foreign countries, including, without limitation, any registrations and applications therefor, any renewals and extensions of the registrations, and all other corresponding rights that are or may be secured under the laws of the United States or any foreign country, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignors if this Assignment had not been made, together with all income, royalties or payments due or payable as of the Effective Date or thereafter, including, without limitation, all claims for damages by reason of past, present or future infringement or other unauthorized use of the Marks, with the right to sue for, and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

Assignors hereby request the Commissioner of Patents and Trademarks, and the corresponding entities or agencies in any applicable foreign countries, to record Assignee as the assignee and owner of the Marks.

Assignors shall, at Assignee's request and expense, take all further actions, and provide to Assignee, Assignee's successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and

all affidavits, declarations, oaths, samples, exhibits, specimens, assignments, powers of attorney or other documentation), reasonably requested by Assignee to effectuate this Assignment.

* * * * *

IN WITNESS WHEREOF, Assignors and Assignee have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.

KRAFT FOOD INGREDIENTS CORP.

Dennis Ritchie

Name: Dennis Ritchie

Title: Authorized Signatory

FRANKLIN BAKER INCORPORATED

Louis A. Johnston

Name: Louis A. Johnston

Title: Managing Director

KRAFT FOODS HOLDINGS, INC.

Name: _____

Title: _____

IN WITNESS WHEREOF, Assignors and Assignee have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.

KRAFT FOOD INGREDIENTS CORP.

FRANKLIN BAKER INCORPORATED

Name: _____

Title: _____

Name: _____

Title: _____

KRAFT FOODS HOLDINGS, INC.

Robert L. Kent

Name: _____

Title: _____

SCHEDULE A**U.S. TRADEMARK REGISTRATIONS**

Mark	Owner	Registration Number	Registration Date
GEM	Kraft Food Ingredients Corporation	220053	11/02/1926
TENDER FLAKE	Kraft Foods Holdings, Inc.	682984	08/04/1959
TENDER FRESH	Kraft Food Ingredients Corporation	682985	08/04/1959