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Original documents 2 copy thereof.

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

83-52-5
MRD

1. Name of conveying party(ies):

BDH Two, Inc.
Suite 202
One Little Falls Centre
Wilmington, DE 19808

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Nunc Pro Tunc assignment effective as of May 1, 1996
- Merger
- Change of Name

Execution Date: September 21, 1998

2. Name and address of receiving party(ies):

Name: WFI, Inc.
Internal Address: _____
Street Address: Suite 202
One Little Falls Centre
City: Wilmington State: DE ZIP: 19808

- 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)

2,156,088

Additional numbers attached? Yes No

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

Name: Kathy Hamilton

Internal Address: reSOURCE PARTNER
BB-27th Floor

Street Address: 180 East Broad Street

City: Columbus State: OH ZIP: 43215

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41):..... \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

23-2653

(Attach duplicate copy of this page if paying by deposit account)

09/28/1998 JSR/BRZ 000025/ 232653 2156088

DO NOT USE THIS SPACE

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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.

Kathy Hamilton
Name of Person Signing

Kathy Hamilton
Signature

September 22, 1998
Date

Total number of pages comprising cover sheet: 3

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

Commissioner of 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, PK2-1000C, Washington, 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

ASSIGNMENT NUNC PRO TUNC

WHEREAS, BDH TWO, INC. ("Assignor"), a Delaware Corporation having its principal place of business at Suite 202, One Little Falls Centre, Wilmington, Delaware 19808, is the owner of the trademarks now registered or for which applications are now pending listed on the attached Schedule A ("Trademarks") in the United States Patent and Trademark Office as set forth on such Schedule A.

WHEREAS, WFI, INC. ("Assignee"), a Delaware Corporation, is desirous of acquiring said marks and the registrations and applications therefor;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said BDH TWO, INC. does hereby assign unto said WFI, INC. nunc pro tunc as of May 1, 1996, all right, title, and interest in the United States in and to said marks, together with the good will of the business as symbolized by said marks and the registrations and applications therefor.

IN WITNESS WHEREOF, Assignor has caused this assignment to be executed effective as of May 1, 1996.

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE)

ss

BDH TWO, INC.

By: *Phyllis R. Yeatman*
Name: Phyllis R. Yeatman
Title: Assistant Secretary

On this 21st day of September, 1998 before me appeared Phyllis R. Yeatman, the person who signed this instrument who acknowledged that she signed it as a free act on behalf of BDH TWO, INC., the Assignor above named.

John W. Kendall
Notary Public

(SEAL) My Commission Expires:

1-18-2000

SCHEDULE A
NUNC PRO TUNC ASSIGNMENT FROM BDH TWO, INC. TO WFL, INC.
September 18, 1998

<u>Mark</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>	<u>Classes</u>	<u>TM Status</u>	<u>Goods & Services</u>
DESIGN OF OWL AND WORD BIG FLAVOR	75/119,903	6/7/96	2,156,088	5/12/98	29, 30	REGISTERED	POTATED CHIPS, GREEN ONION DIP, CHEESE DIP, FRENCH ONION DIP, POTATO CRISPS, ONION RINGS, BEAN DIP, PORK RINDS IN INTERNATIONAL CLASS 29 POPPED POPCORN, TORTILLA CHIPS, CHEESE BALLS, SALSA, SALSA DIP ALSO CONTAINING CHEESE, WAFFLE-SHAPED CRACKER SANDWICHES CONTAINING CHEESE, CORN CHIPS AND CHEESE FLAVORED PUFFED CORN SNACKS, INCLUDING NACHO CHEESE PUFFED CORN SNACKS IN INTERNATIONAL CLASS 30

ASSIGNMENT NUNC PRO TUNC

WHEREAS, BDH TWO, INC. ("Assignor"), a Delaware Corporation having its principal place of business at Suite 202, One Little Falls Centre, Wilmington, Delaware 19808, is the owner of the trademarks now registered or for which applications are now pending listed on the attached Schedule A ("Trademarks") in the United States Patent and Trademark Office as set forth on such Schedule A.

WHEREAS, WFI, INC. ("Assignee"), a Delaware Corporation, is desirous of acquiring said marks and the registrations and applications therefor;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said BDH TWO, INC. does hereby assign unto said WFI, INC. nunc pro tunc as of May 1, 1996, all right, title, and interest in the United States in and to said marks, together with the good will of the business as symbolized by said marks and the registrations and applications therefor.

IN WITNESS WHEREOF, Assignor has caused this assignment to be executed effective as of May 1, 1996.

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE)

ss

BDH TWO, INC.

By: *Phyllis R. Yeatman*
Name: Phyllis R. Yeatman
Title: Assistant Secretary

On this 21st day of September, 1998 before me appeared Phyllis R. Yeatman, the person who signed this instrument who acknowledged that she signed it as a free act on behalf of BDH TWO, INC., the Assignor above named.

John W. Kendall
Notary Public

(SEAL) My Commission Expires:

1-18-2000

SCHEDULE A
NUNC PRO TUNC ASSIGNMENT FROM BDH TWO, INC. TO WFI, INC.
September 18, 1998

<u>Mark</u>	<u>App. #</u>	<u>App. Dt.</u>	<u>Reg. #</u>	<u>Reg. Dt.</u>	<u>Classes</u>	<u>TM Status</u>	<u>Goods & Services</u>
DESIGN OF OWL AND WORD BIG FLAVOR	75/119,903	6/7/96	2,156,088	5/12/98	29, 30	REGISTERED	POTATO CHIPS, GREEN ONION DIP, CHEESE DIP, FRENCH ONION DIP, POTATO CRISPS, ONION RINGS, BEAN DIP, PORK RINDS IN INTERNATIONAL CLASS 29 POPPED POPCORN, TORTILLA CHIPS, CHEESE BALLS, SALSA, SALSA DIP ALSO CONTAINING CHEESE, WAFFLE-SHAPED CRACKER SANDWICHES CONTAINING CHEESE, CORN CHIPS AND CHEESE FLAVORED PUFFED CORN SNACKS, INCLUDING NACHO CHEESE PUFFED CORN SNACKS IN INTERNATIONAL CLASS 30

September 24, 1998

VIA AIRMAIL

United States Patent and Trademark Office
Crystal Gateway 4
Room 335
Washington, D.C. 20231

ATTENTION: **OFFICE OF PUBLIC RECORDS**

Re: **RECORDATION OF TRADEMARK NUNC PRO TUNC ASSIGNMENT
FROM BDH TWO, INC. TO WFI, INC.**


Dear Sir:

Enclosed is a Recordation Cover Sheet with an Assignment document pertaining to U.S. registration (see attached) for recording Nunc Pro Tunc in the Assignment Branch from BDH TWO, INC. to WFI, INC.. Please charge our Deposit Account No. 23-2653 as indicated on the recordation form in the appropriate amount to cover the filing fees.

Also enclosed is a postcard to be date stamped and returned to us as your acknowledgment of receipt of this document.

Thank you for your assistance in this matter. If you have any questions, please let me know.

Sincerely,


Kathy Hamilton
Paralegal - Trademarks
614/225-4320 - phone
614/225-7133 - fax

Enclosures