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To the Honorable Commissioner of Patents

ached original documents or copy thereof.

1. Name of conveying party(ies):

BDH TWO, INC.

- Individual(s)
- General Partnership
- Corporation-State **Delaware**
- Other

- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other **Assignment Nunc Pro Tunc** *9/1/96*
- Merger
- Change of Name

Execution Date: **May 1, 1996**

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

Name: **Borden Foods Investments Corporation**

Internal Address: **Suite 202**

Street Address: **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 numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

536,579

Additional numbers attached? Yes No

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

Name: **Cory M. Amron**

Internal Address: **Vorys, Sater, Seymour and Pease LLP**

Street Address: **1828 L Street, N.W. Suite 1111**

City: **Washington** State: **DC** ZIP: **20036**

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:

22-0585

12/23/1998 DNGUYEN 00000129 536579

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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.

Cory M. Amron

Name of Person Signing

Cory Amron

Signature

12-16-98

Date

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

4

TRADEMARK ASSIGNMENT
NUNC PRO TUNC

Whereas, BDH Two, Inc., a Delaware corporation ("Assignor"), located and doing business at Suite 202, One Little Falls Centre, Wilmington, Delaware 19808 is the owner of all right, title and interest in the Trademarks listed on Exhibit A, which exhibit is made a part hereof and incorporated herein by reference; and

WHEREAS, BORDEN FOODS INVESTMENTS CORPORATION, a Delaware corporation ("Assignee"), located and doing business at Suite 202, One Little Falls Centre, Wilmington, Delaware 19808 is desirous of acquiring the aforesaid Trademarks.

NOW, THEREFORE, for and in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign, convey and transfer unto the said Assignee, nunc pro tunc as of May 1, 1996, all right and title and interest in and to the aforesaid Trademarks listed on Exhibit A hereto, together with the goodwill of the business symbolized by the Trademarks and the registrations and applications thereof.

Assignor further assigns unto Assignee all right to sue for and to receive all damages accruing from past infringement of the Trademarks.

Assignor undertakes that upon the request of Assignee or its designees, it and/or its successor in business, shall make all rightful oaths, testify on behalf of Assignor or its designees in matters involving the subject trademarks and do all other lawful acts necessary to carry out the intent of this assignment as well as to provide such other material, information and assistance to Assignee or its designees, as will be considered necessary in connection therewith.

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

BDH TWO, INC.


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

EXHIBIT A

<u>MARK</u>	<u>APP./REG. NUMBER</u>	<u>PRODUCTS</u>	<u>TERRITORY</u>
GOODMAN'S	US Reg. #536,579	Noodles, Macaroni, Spaghetti, and Semolina Macaroni Elbows	World Wide