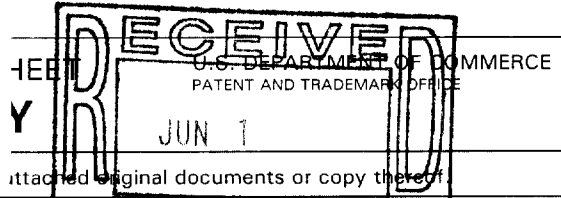


6.1.99F

06-04-1999



To the Honorable Commissioner

101055860

attached original documents or copy thereof

1. Name of conveying party(ies):

Vitelli Foods, Inc.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation
- Other - limited liability company of New Jersey

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other -

Execution Date: **May 6, 1999**

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

Fabrica de Pastas Alimenticias La Moderna S.A. de C.V.
Leandro Valle 404
Toluca, Mexico

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - Mexico
- 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)

75/238,711

B. Trademark registration No.(s)

Additional numbers attached? Yes No

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

Perla M. Kuhn, Esq.
Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, New York 10004-1482
(212) 837-6550

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 No.: 08-3264

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.

Name of Person Signing

Perla M. Kuhn
Perla M. Kuhn

June 1, 1999

Date

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

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

**U.S. Patent and Trademark Office, Office of Public Records
Crystal Gateway 4, Room 335, Washington, D.C. 20231**

CERTIFICATE OF MAILING

Express Mail Certificate No.: EJ705035972US

I hereby certify that this correspondence is being deposited with the U.S. Postal Service as first class mail in an Express Mail envelope addressed to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, D.C. 20231, on June 1, 1999 (Date of Deposit).

Elaine S. Parker
Name

Signature

June 1, 1999
Date of Signature

06/04/1999 DNGUYEN 00000035 75238711

01 FC:481

40.00 OP

**TRADEMARK
REEL: 001906 FRAME: 0420**

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant : Fabrica de Pastas Alimenticias La Moderna S.A. de C.V.
Mark : PASTA ALLEGRA
Serial No. : 1, 425,763
Filed : February 10, 1997
Class : 29

POWER OF ATTORNEY

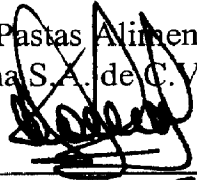
SIR:

In the matter of the above-identified registration, Registrant hereby appoints PERLA M. KUHN, RONALD ABRAMSON, JAMES B. KOBAK, JR., RITA M. HAEUSLER, PETER M. LANGENBERG, NICOLAS SWERDLOFF, JULIUS RABINOWITZ, EDWIN C. BULLOCK, PETER A. SULLIVAN and ANNA M. DEPALO of the law offices of HUGHES HUBBARD & REED LLP, One Battery Park Plaza, New York, NY 10004-1482, its attorneys with full power of substitution and revocation and to transact all business in the Patent Office in connection therewith.

APPOINTMENT OF DOMESTIC REPRESENTATIVE

HUGHES HUBBARD & REED LLP, whose postal address is One Battery Park Plaza, New York, New York 10004-1482, United States of America, is hereby designated Registrant's representative upon whom notices of process in proceedings affecting the mark may be served.

Fabrica de Pastas Alimenticias
La Moderna S.A. de C.V.

By: 
Name: CARLOS P. MONTAYA
Title: C.E.O.

Dated: May 24, 1999

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
ASSIGNMENT OF APPLICATION
BASED ON INTENT TO USE

WHEREAS, Vitelli Foods LLC, a New Jersey limited liability company with a place of business at 1200 Harrison Avenue, Kearney, New Jersey 07029, has a bona fide intent to use the mark PASTA ALLEGRA ("the Mark"), in connection with goods in International Class 30.

WHEREAS, Assignor have applied to register the Mark on the Principal Register of the United States Patent and Trademark Office based on Assignor's bona fide intent to use the Mark in commerce in connection with the above-described goods as follows:

<u>APPLICATION SERIAL NO.</u>	<u>FILED</u>	<u>MARK</u>
75/238,711	February 10, 1997	PASTA ALLEGRA

WHEREAS, Fabrica de Pastas Alimenticias La Moderna S.A. de C.V., a corporation of Mexico, with a principal place of business at Leandro Valle 404, Toluca, Mexico ("Assignee"), desires to acquire the business of Assignor in connection with which Assignor has a bona fide intent to use the Mark and the above-described application;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and transfers the Mark and the above-referenced Application therefor, together with that portion of Assignor's business in connection with which it has a bona fide intent to use the Mark, and all of Assignor's rights therein, to Assignee. This Assignment does not affect Assignor's business in connection with which it uses other trademarks for goods in International Class 30.

VITELLI FOODS LLC

By: VITELLI FOODS LLC
Name: Claudia Vitelli
Title: Pres.

Claudia Vitelli, President

WG-NY991090.377

Revised

June 1, 1999

Via Express Mail Certificate No.: EJ705035972US

Commissioner of Patents
and Trademarks
Washington, DC 20231
Attn: Assignment Branch

Re: Recordal of Assignment
From: Vitelli Foods LLC
To: Fabrica de Pastas Alimenticias La Moderna S.A.
In the United States Patent and Trademark Office

Dear Sir:

Please proceed with recordal of the enclosed Assignment from Vitelli Foods LLC to Fabrica de Pastas Alimenticias La Moderna S.A., for trademark PASTA ALLEGRA against application Serial No. 75/238,711 filed February 10, 1997.

For this purpose, we enclose our check in the amount of \$40.00 to cover the required fee, Recordation Form Cover Sheet, an Assignment document and Power of Attorney.

We look forward to receiving the notice of recordation in due course.

Very truly yours,



Perla M. Kuhn

PMK/esp 070951.2210

Enclosures

W6-NY991320.221

47, Avenue Georges Mandel
75116 Paris, France
(33) (1) 44.05.80.00

1300 I Street, N.W.
Washington, D.C.
20005-3306
202-468-3600

350 South Grand Avenue
Los Angeles, CA
90071-3442
213-613-2800

201 South Biscayne Boulevard
Miami, FL
33131-4332
305-358-1666