

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To The Honorable Commissioner for Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Name: LANCE MFG. LLC
 Address: 8800 SOUTH BOULEVARD
P.O. BOX 32368
 City: CHARLOTTE State: NC Zip: 28232
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of: NORTH CAROLINA
 Other:

2. Name and address of receiving party(ies):
 Name: KRAFT FOODS HOLDINGS INC.
 Address: THREE LAKES DRIVE
 City: NORTHFIELD State: IL Zip: 60093
 Individual(s) Association
 General Partnership Limited Partnership
 xx Corporation-State of: DELAWARE
 Other:

Additional name(s) of conveying party(ies)?
VISTA BAKERY, INC.

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 names(s) & address(es) attached? Yes No

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: JANUARY 15, 2002

4. Application number(s) or registration number(s):
 A. Trademark Registration No.(s)
2,274,511 CHOCO TWIST-EMS
2,276,181 NUTTY TWIST-EMS

B. Trademark Registration No.(s)

Additional numbers attached? Yes (If yes, then attach numbers on a separate sheet and send along with this page)


5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: BARTON M. ZEDD
 Company: KRAFT FOODS
 Street Address: THREE LAKES DRIVE
 City: NORTHFIELD State: IL Zip: 60093

6. Total number of applications and registrations involved: 2
 7. Total fee (37 CFR 3.41): \$ 65.00
\$40 for one mark; \$25 each additional
 Enclosed
 Authorized to be charged to deposit account #11-1650 if any additional fees are required.

8. Deposit account number: 11-1650
(Attach duplicate copy of this page if paying by deposit account)

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 BARTON M. ZEDD

Signature 

Date: 3.5.02

Total number of pages comprising cover sheet:

EXHIBIT 1**TRADEMARK ASSIGNMENT**

WHEREAS, VISTA BAKERY, INC., a North Carolina corporation, whose principal address is 8600 South Boulevard, P.O. Box 32368, Charlotte, NC 28232 (hereinafter, "Assignor") desires to assign to KRAFT FOODS HOLDINGS, INC., a Delaware corporation, whose principal address is Three Lakes Drive, Northfield, Illinois, 60093 (hereinafter, "Assignee") all of Assignor's right, title and interest in and to the trademarks identified on Schedule A, including any and all registrations and/or pending applications therefor (hereinafter, collectively referred to as the "Marks"); and

WHEREAS, Assignee desires to acquire Assignor's right, title and interest in and to the Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign, transfer and convey to Assignee all of Assignor's right, title and interest in and to the Marks, together with the goodwill of the business associated with and which is symbolized by the Marks.

Assignor hereby authorizes and requests the Commissioner of Trademarks to record Assignee as the owner of the entire right, title and interest in and to the Marks, for the sole use and enjoyment of Assignee, its successors, assigns or other legal representatives.

IN WITNESS WHEREOF, Assignor has executed this assignment this 15 day of January, 2002.

VISTA BAKERY, INC.

By: Dean Fields

Name: DEAN FIELDS

Title: PRESIDENT

KRAFT FOODS HOLDINGS, INC.

By: Jacqueline A. Leimer

Name: Jacqueline A. Leimer ⁰⁸²

Title: Assistant Secretary

SCHEDULE A

<u>TRADEMARKS</u>	<u>REG. NO</u>	<u>REG. DATE</u>
CHOCO TWIST-EMS (Stylized)	2,274,511	June 8, 1999
NUTTY TWIST-EMS (Stylized)	2,276,161	June 15, 1999