



101982746

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New 1-30-02

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year

Merger

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name (line 1)

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)
City State/Country Zip Code

Individual General Partnership Limited partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment)

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

02/13/2002 GTDN11 00000115 1468531

01 FC:481 40.00 OP
02 FC:48E 350.00 OP

KC-936534-1

Expires 06/30/99
OMB 0651-0027

TRADEMARK

Domestic Representative Name and Address

Enter for the first Receiving party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area code and Telephone Number

816-983-8000

Name

Blackwell Sanders Peper Martin LLP

Address (line 1)

Attn: Kyle L. Elliott

Address (line 2)

2300 Main Street

Address (line 3)

Suite 1000

Address (line 4)

Kansas City, Missouri 64108

Pages

Enter the total number of pages of the attached conveyance document # including any attachments.

6

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Registration Number(s)

Trademark Application Number(s)

1,468,531

2,169,410

1,109,578

1,706,041

75/500,406

698,256

105,400

1,202,230

1,640,969

745,915

733,502

1,063,465

638,843

808,162

2,077,169

Number of Properties

Enter the total number of properties involved.

#

15

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$390.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

If insufficient, please debit Deposit Account Number: #

11-0160

Authorization to charge additional fees: Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Kyle L. Elliott

Name of Person Signing

Kyle L. Elliott
Signature

1/11/02
Date

ASSIGNMENT AGREEMENT

ASSIGNMENT AGREEMENT ("Assignment") is effective this 16th day of July, 2001 ("Effective Date"), between BFC Investments, L.P., a Delaware corporation and certain of its affiliates and subsidiaries ("Assignor"), to American Italian Pasta Company ("Assignee").

WHEREAS, Assignor represents that it owns any and all United States, state or foreign registrations issued, applications filed, or common-law rights related to any of the trademark registrations listed on Schedule A annexed hereto ("Trademarks"), together with the goodwill of Assignor's business appertaining thereto;

WHEREAS, pursuant to, and in connection with the transactions contemplated by, the Stock and Asset Purchase Agreement, dated as of 6/1, 2001, Assignor wishes to assign to Assignee all of Assignor's right, title and interest in the use of the Trademarks, subject to the terms and conditions hereof;

WHEREAS, pursuant to, and in connection with the transactions contemplated by, the Purchase Agreement, Assignee wishes to take such an assignment, subject to the terms and conditions hereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby does assign, sell and transfer to Assignee, its successors, assigns and legal representatives, all its right, title and interest in and to the Trademarks and all of the goodwill associated therewith, together with the right to recover damages and profits and all other remedies for past infringements thereof.

This Assignment is effective as of the Effective Date. Assignor shall, without further consideration, comply with a request by Assignee to execute promptly any additional documents and to take promptly any further action necessary to protect, secure and vest good, valid and marketable title to the Licensed Trademarks in Assignee in all applicable nations, and to record this Assignment with all appropriate authorities in such nations.

IN WITNESS WHEREOF, the undersigned has caused this Assignment to be duly executed and delivered as of the date above first written.

BFC INVESTMENTS, L.P.

By: [Signature]
Name: Alyssa A. Anton
Title: Secretary

AMERICAN ITALIAN PASTA COMPANY

By: _____
Name: _____
Title: _____

0116020085-03008-11020085011

JUL 12 '01 11:30 FR BDM
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JUL 11 2001 15:55 FR SIMPSON THACHER 349212 455 2502 TO #10116020085,8,1 P.23/25
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P.08/15
11:01 10:21 TL

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IN WITNESS WHEREOF, the undersigned has caused this Assignment to be
duly executed and delivered as of the date above first written.

BFC INVESTMENTS, L.P.

By: _____
Name:
Title:
Date:

AMERICAN ITALIAN PASTA COMPANY

By: David B. Watson
Name: David B. Watson
Title: Exec. VP
Date: 7/16/01

**SCHEDULE A
ASSIGNMENT AGREEMENT**

BFC Investments, L.P. to American Italian Pasta Company

REGISTERED									
Country Name	Trademark Name	Status	File Date	Registration / Application Number	Registration Date	Renewal Date	Class	Goods	
Canada	PENNSYLVANIA DUTCH & Design	Renewed	03/30/1965	TMA145816	06/17/1966	06/14/2011	--	Alimentary pastes	
Canada	PENNSYLVANIA DUTCH Label	Renewed	03/30/1965	TMA145819	06/17/1966	6/17/2011	--	Alimentary pastes	
Colombia	ANTHONY'S	Registered	01/30/1989	137,522	08/20/1991	08/20/2006	30	Coffee, tea, cocoa, sugar, rice, tapioca, sago, artificial coffee; flour and preparations made from cereals, bread, pastry and confectionery, ices; honey, treacle; yeast, baking-powder; salt, mustard; vinegar, sauces (condiments); spices; ice	
Colombia	LUXURY	Registered	--	137,521	08/20/1991	08/20/2006	30	Coffee, tea, cocoa, sugar, rice, tapioca, sago, artificial coffee; flour and preparations made from cereals, bread, pastry and confectionery, ices; honey, treacle; yeast, baking-powder; salt, mustard; vinegar, sauces (condiments); spices; ice	
Costa Rica	LUXURY	Registered	01/12/2000	121582	08/09/2000	08/09/2010	30	Pastas, alimenticias, especilmente tallarines, espaguetis y fideos. No English translation	
Japan	GLOBE A-1	Registered	07/07/1994	3369312	05/22/1998	05/22/2008	30	Seasonings, pasta products, and other cereal preparations	
Netherlands Antilles	PENNSYLVANIA DUTCH & Design	Renewed	04/07/1998	11879	04/07/1981	04/07/2011	30	Coffee, tea, cocoa, sugar, rice, tapioca, sago, artificial coffee; flour and preparations made from cereals, bread, pastry and confectionery, ices; honey, treacle; yeast, baking-powder; salt, mustard; vinegar, sauces (condiments); spices; ice	
United States of America	ANTHONY'S	Registered	09/25/1986	1468531	12/08/1987	12/08/2007	30	Macaroni and cheese and spaghetti sauce	
United States of America	ANTHONY'S (Stylized Letters)	Renewed	06/22/1995	698256	05/24/1960	05/24/2000	30	Alimentary pastes	

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BFC Investments, L.P. to American Italian Pasta Company

REGISTERED									
Country Name	Trademark Name	Status	File Date	Registration Application Number	Registration Date	Renewal Date	Class	Goods	
United States of America	Distelfink Design (PENN DUTCH)	Renewed	09/20/1961	745915	02/26/1963	02/26/2003	30	Macaroni and egg noodles products (U.S. Class 46)	
United States of America	GLOBE A1 & Design	Renewed	03/31/1955	638843	12/18/1956	12/18/2006	30	Alimentary pastes, specifically spaghetti, macaroni and noodles. (U.S. Class 46)	
United States of America	GLOBE A1 & Design	Registered	05/08/1997	2169410	06/30/1998	06/30/2008	30	Pasta, namely spaghetti, macaroni, and noodles	
United States of America	LUXURY (Stylized)	Renewed	03/03/1915	105400	07/20/1915	07/20/2005	30	Alimentary paste products	
United States of America	LUXURY & Design of Gondola	Renewed	04/20/1961	733502	06/26/1962	06/26/2002	30	Pasta	
United States of America	PENNSYLVANIA DUTCH	Renewed	07/17/1963	808162	05/10/1966	05/10/2006	30	Alimentary paste products - namely, macaroni and noodles	
United States of America	R&F & Design	Renewed	01/09/1978	1109578	12/19/1978	12/19/2008	30	Alimentary pastes - namely, macaroni, spaghetti, vermicelli, noodles, and varieties thereof. (us class 46).	
United States of America	R-F & Design	Registered	01/07/1981	1202230	07/20/1982	07/20/2002	30	Spaghetti sauce	
United States of America	RONCO (Stylized)	Renewed	09/09/1976	1063465	04/12/1977	04/12/2007	30	Macaroni, spaghetti and noodles	
United States of America	RONCO ITALIAN MEDLEY	Registered	03/01/1999	2077169	07/08/1997	07/08/2007	30	Pasta	
United States of America	YOLK-FREE!	Registered	06/24/1999	1706041	08/04/1992	08/04/2002	30	Macaroni	
United States of America	YOLK-FREE!	Registered	10/19/1989	1640969	04/09/1991	04/09/2011	30	Noodles not containing egg yolks.	

**SCHEDULE A
ASSIGNMENT AGREEMENT**

BFC Investments, L.P. to American Italian Pasta Company

PENDING									
Country Name	Trademark Name	Status	File Date	Registration / Application Number	Registration Date	Renewal Date	Class	Goods	
Panama	LUXURY	Pending	05/09/2000	107128	N/A	N/A	30	Coffee, tea, cocoa, sugar, rice, tapioca, sago, artificial coffee; flour and preparations made from cereals, bread, pastry and confectionery, ices; honey, treacle; yeast, baking powder; salt; mustard; vinegar, sauces (condiments); spices; ice.	
United States of America	R&F BISTRO SINCE 1901	Published	06/11/1998	75/500406	N/A	N/A	29	Pasta	