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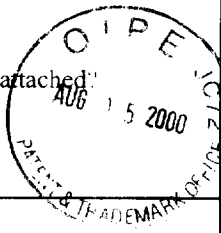
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To the Director, U.S. Patent and Trademark Office: Please record

1. Name of conveying party(ies): MRO 8.15.00

Carol M. Hollar

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



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

Name: Mars, Inc.

Foreign Address: _____

Domestic Address: 6885 Elm Street

City: McLean State Virginia ZIP 22101-3883

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: August 10, 2000

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application Number: 09/550,715

Filing Date: April 17, 2000

B. Title of Invention:

METHODS OF FORMING A RECONSTITUTED COMPOSITION CONTAINING PROTEIN AND CARBOHYDRATE AT ELEVATED TOTAL SOLIDS CONTENT

Additional numbers attached? Yes No

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

Name: Fitzpatrick, Cella, Harper & Scinto

30 Rockefeller Plaza

New York, New York 10112-3801

Telephone No.: (212) 218-2100

Facsimile No.: (212) 218-2200

6. Number of applications and patents involved:

One

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

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number (for deficiency or excess)

06-1205

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

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and the attached is the original document or is a true copy of the original document.

Raymond R. Mandra
Raymond R. Mandra

Raymond R. Mandra (Reg. 34,382)
Signature

8/14/00
Date

Total number of pages including cover sheet, attachments, and documents: 2

ASSIGNMENT

FOR VALUE RECEIVED, I Carol M. Hollar

a citizen of the United States

residing at 233 Quaking Aspen La., Marietta, Pennsylvania 17547

hereby sell, assign, transfer and convey unto Mars, Inc

a corporation of Delaware,

having a place of business at 6885 Elm Street, Melcan, Virginia 22101-3883,

its successors, assigns and legal representatives (hereinafter called the "Assignee"), the entire right, title and interest, for all countries, in and to certain inventions relating to METHOD OF FORMING A RECONSTITUTED COMPOSITION CONTAINING PROTEIN AND CARBOHYDRATE AT ELEVATED TOTAL SOLIDS CONTENT

and described in an application for Letters Patent of the United States Appln. No. 09/550,715, filed on April 17, 2000,

and in and to said application, and all divisions, renewals and continuations thereof, and all Letters Patent of the United States which may be granted, thereon, and all reissues and extensions thereof, and all applications for Letters Patent or other grants of protection of proprietary rights including, but not limited to, inventor's certificate, utility model, utility certificate, patent of importation, registration of patent and industrial design registration which may be filed, and which may be granted, upon said inventions in any countries or regions foreign to the United States, and all reissues, renewals and extensions thereof; and I hereby authorize and request the Commissioner for Patents and Trademarks of the United States, and all officials of countries or regions foreign to the United States having authority so to do, to issue all such Letters Patent or other grants of protection upon said inventions to the Assignee or to such nominees as it may designate.

AND I authorize and empower the said Assignee or nominees to invoke and claim for any application for such Letters Patent or other grants of protection for said inventions filed by it or them, the benefit of the right of priority provided by the International Convention for the Protection of Industrial Property, as amended, or by a convention which may henceforth be substituted for it, and to invoke and claim such right of priority without further written or oral authorization from me.

AND I hereby consent that a copy of this assignment shall be deemed a full and formal equivalent of any assignment, consent to file or like document which may be required in any country or region for any purpose and more particularly in proof of the right of the said Assignee or nominees to claim the aforesaid benefit of the right of priority provided by the International Convention for the Protection of Industrial Property, as amended, or by any convention which may henceforth be substituted for it.

AND I hereby covenant that I have the full right to convey the entire right, title and interest herein assigned and that I have not executed and will not execute any agreement in conflict herewith.

AND I hereby covenant and agree that I will communicate to said Assignee or nominees all facts known to me pertaining to said inventions, and testify in all legal proceedings, sign all lawful papers, execute all divisional, continuing and reissue applications, make all rightful oaths and declarations and in general perform all lawful acts necessary or proper to aid said Assignee or nominees in obtaining, maintaining and enforcing all lawful patent or other grants of protection of said inventions in any and all countries and regions.

IN TESTIMONY WHEREOF, I herewith set my hand and seal this 10 day of Aug, 2000

_____ L.S
 CAROL M. HOLLAR

STATE OF Pennsylvania)
)
 COUNTY OF Lancaster) ss.:
)

On this 10th day of Aug, 2000, before me personally appeared Carol M. Hollar to me known and known to me to be the individual described in and who executed the foregoing instrument, and who thereupon acknowledged to me that he executed the same for the purposes therein set forth.

(Seal)

 Notary Public
 (Notary Stamp)

Notarial Seal
Debra E. Flowers, Notary Public
Elizabethtown Boro, Lancaster County
My Commission Expires Apr. 28, 2003

Member, Pennsylvania Association of Notaries