ADDRESS.

FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

01-26-1999



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	MARKS ONLY
	Please record the attached original document(s) or copy(ies).
Submission Type  XX New	Conveyance Type  XX Assignment License
Resubmission (Non-Recordation) Document ID #  Correction of PTO Error Reel # Frame #  Corrective Document Reel # Frame #  Conveying Party	Security Agreement XX Nunc Pro Tunc Assignm  Effective Date Month Day Year 10/31/96  Change of Name Other
	Mark if additional names of conveying parties attached Execution Dat Month Day Y
Name American Home Products Corpo	pration 12/29/98
Formerly	
Individual General Partnership	Limited Partnership X Corporation Associate
Other	
X Citizenship/State of Incorporation/Organizat	ion <u>Delaware</u>
Receiving Party	Mark if additional names of receiving parties attached
Name AHP Subsidiary Holding Con	rporation
DBA/AKA/TA	
Composed of	
Address (line 1) 1403 Foulk Road, Suite 10	02, Wilmington
Address (line 2)	
Address (line 3) Wilmington	Delaware 19803
Individual General Partnership	State/Country Zip Code Limited Partnership If document to be recorded is an assignment and the receiving party is
Corporation Association	not domiciled in the United States, a appointment of a domestic representative should be attached.
Other	(Designation must be a separate document from Assignment.)
XX Citizenship/State of Incorporation/Organizat	ion Delaware
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

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FORM PTO-1618B Expires 06/30/99 OMB 0651-0027	Page 2	U.S. Department of Commerce Patent and Trademark Office 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 312/755-2538				
Name Malcolm McCaleb, Jr., Esq.				
Address (line 1) FOLEY & LARDNER				
Address (line 2) 330 North Wabash Avenue, Suite 3300				
Address (line 3) One IBM Plaza				
Address (line 4) Chicago, Illinois 60611				
Pages Enter the total number of pages of the attached conveyance document including any attachments.				
Trademark Application Number(s) or Registration Number(s)  Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).  Trademark Application Number(s)  Registration Number(s)  [196,989] [726,319] [807,854]  [425,347] [731,828] [834,412]  [687,665] [737,632] [859,036]				
Number of Properties Enter the total number of properties involved. #19				
Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$490.00				
·	count Number: #L	06-1450 (es XX 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.	O. Shi Coth	1-18-99		
Name of Person Signing	Signature	Date Signed		
wante of reison organing	Signature	sac signos		

FORM PTO-1618C Expires 06/30/99

## RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

U.S. Department of Commerce Patent and Trademark Office TRADEMARK

OMB 0651-0027	TRADEMARKS ONLY	TRADEMARK
Conveying Enter Additional		ached Execution Date  Month Day Year
Name Z	American Home Products Corporation	12/29/98
Formerly _		]
Individua	General Partnership Limited Partnership XX Corporation	Association
Other		
XX Citizensh	ip State of Incorporation/Organization <u>Delaware</u>	
Receiving F	Party Receiving Party  Mark if additional names of receiving parties attached	
Name	AHP Subsidiary Holding Corporation	
DBA/AKA/TA		
Composed of		
Address (line 1)	1403 Foulk Road, Suite 102	
Address (line 2)		
A 1.1.		19803
Address (line 3)	WILLIAM	
Individu  X Corporat  Other	City  State/Country  Limited Partnership  If document assignment and domicile appointment representation  City  State/Country  If document assignment and domicile appointment representation  (Designation	Zip Code to be recorded is an and the receiving party is d in the United States, an of a domestic ve should be attached in must be a separate om the Assignment.)
Individu  Corporat  Other	City  State/Country  Limited Partnership  If document assignment and domicile appointment representation  City  State/Country  If document assignment and domicile appointment representation  (Designation	Zip Code to be recorded is an and the receiving party is d in the United States, an of a domestic ve should be attached i must be a separate
Corporat  Other  X Citizens  Trademark	City  Limited Partnership  If document assignment and domicile appointment representative (Designation document for this position Number(s) or Registration Number(s)  Mark if ad	Zip Code to be recorded is an and the receiving party is d in the United States, an of a domestic ve should be attached in must be a separate om the Assignment.)  ditional numbers attached
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Individu  X Corporat  Other  X Citizens  Trademark  Enter either th	City  Limited Partnership  Limited Partnership  If document assignment and domicile appointment representation  Chip/State of Incorporation/Organization  Chip/State of Incorporation  Chip/State of I	Zip Code to be recorded is an and the receiving party is d in the United States, an of a domestic ve should be attached in must be a separate om the Assignment.)  ditional numbers attached the same property).
Individu  X Corporat  Other  X Citizens  Trademark  Enter either th	City  City  City  City  City  General Partnership  Limited Partnership  If document assignment and dorucilete appointment representative (Designation document for document for the Partnership)  Chip/State of Incorporation/Organization  Chip/State of Incorporation/Organization  Chip/State of Incorporation/Organization  Delaware  Application Number(s) or Registration Number(s) Mark if addree Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for demark Application Number(s)  Registration Num  910,457  1,387,693  1,104,409  1,792,600	Zip Code to be recorded is an and the receiving party is d in the United States, an of a domestic ve should be attached in must be a separate om the Assignment.)  ditional numbers attached the same property).
Individu  X Corporat  Other  X Citizens  Trademark  Enter either th	City  City  State/Country  Ual General Partnership Limited Partnership assignment a not domicile appointment representative (Designation document for this position Number (s) or Registration Number (s) Mark if addre Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for demark Application Number(s)  Registration Number (s)  1,104,409  1,137,458  1,792,600  1,173,508	Zip Code to be recorded is an and the receiving party is d in the United States, an of a domestic ve should be attached in must be a separate om the Assignment.)  ditional numbers attached the same property).
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## ASSIGNMENT OF TRADEMARKS

WHEREAS. American Home Products Corporation, a Delaware corporation, having its principal place of business at Five Giralda Farms, Madison, New Jersey 07940 ("Assignor"), is the sole and exclusive owner of the Trademark(s) described in Schedule "A" attached hereto and made a part hereof. and

WHEREAS, AHP Subsidiary Holding Corporation, a Delaware corporation, having its principal place of business at 1403 Foulk Road, Suite 102, Wilmington, Delaware 19803 ("Assignee"), desires to acquire the entire right, title and interest in, to and under the said Trademark(s) and any Registrations and Applications for Registration thereof;

**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 are hereby acknowledged, said Assignor does hereby sell, transfer, convey and assign to said Assignee the entire right, title and interest in, to and under said Trademark(s) and any Registrations and Applications for Registration thereof ("Trademarks"). together with the goodwill of the business symbolized by the Trademarks, together with all rights and privileges granted and secured thereby, including the right to sue and recover for any past infringement. said rights to be held and enjoyed by said Assignee, for its own use and benefit and for the use and benefit of its successors, assigns or other legal representatives as fully and entirely as the same would have been held and enjoyed by said Assignor if this Assignment and sale had not been made. Assignor further agrees to execute any and all documents and do any such further acts that shall be required in order for Assignee to secure such rights.

AND, said Assignor hereby covenants that it has full right to convey the entire interest herein assigned.

IN TESTIMONY WHEREOF. Assignor has executed this Assignment by its proper officers thereunto duly authorized, nunc pro tunc October 31, 1996, this and day of December, 1998

AMERICAN HOME PRODUCTS CORPORATION

Title: Vice President

STATE OF NEW JERSEY)

SS

COUNTY OF

Subscribed and sworn to before me this

29 day of December

My Commission Expires: September 22 2003 [SEAL]

LINDA GREENDYK Notary Public of New Jersey My Commission Expires Sept. 22, 2003

## **SCHEDULE A**

MARK	REGISTRATION NO.	REGISTRATION DATE
GULDEN'S	196989	4/7/25
RO*TEL (Stylized)	425347	11/12/46
CONEY ISLAND	687665	11/3/59
RANCH STYLE HUSBAND PLEASIN'	726319	1/9/62
POPCORN TREES	731828	5/22/62
FRANKLIN	737632	9/11/62
CHEF DESIGN	807854	5/3/66
FRANKLIN CRUNCH'N MUNCH	834412	8/29/67
BEEFOGETTI	859036	10/22/68
RANCH STYLE	910457	5/23/71
FRANKLIN CRUNCH'N MUNCH	1104409	10/17/78
MINI RAVIOLI	1137458	7/1/80
CHEF'S SPECIAL	1173508	10/13/81
PASTA SUPREMA	1286270	7/17/84
ZOORONI	1302965	10/30/84
APPETITE PLEASIN'	1371548	11/19/85
ABC'S & 123'S	1387693	3/25/86
MINI BITES	1426713	1/27/87
FOOD STUFF	1792600	9/14/93

011.176448.1

**RECORDED: 01/25/1999**