

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

1. Name of conveying party(i) 07-03-2001

Monsanto Company



101768024

- Individual(s)
- General Partnership
- Corporation-State of Delaware
- Other _____

- Association
- Limited Partnership

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

3. Nature of conveyance:

*MRS
6.25.01*

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

Execution Date: March 17, 2000

Name and address of receiving party(ies)

Name: Tabletop Acquisition Corp.

Legal Address: _____

Street Address: 800 North Lindberg Boulevard

City: St. Louis State: MO ZIP: 63167

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State of Delaware
- 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)

B. Trademark Registration No.(s)

SAME, Registration No. 1933895

Additional numbers attached? Yes No

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

Name: Mark I. Feldman

Internal Address: Piper Marbury Rudnick & Wolfe

Street Address: 203 North LaSalle Street

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: _____

1

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

- Enclosed
- Any additional fees are authorized to be charged to deposit account

8. Deposit account number:

18-2284

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

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.

Mark I. Feldman

Name of Person Signing

Mark I. Feldman

Signature

6-18-01

Date

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

TRADEMARK

REEL: 002322 FRAME: 0973

ASSIGNMENT OF TRADEMARKS

MARCH, 2000, **THIS ASSIGNMENT OF TRADEMARKS** is entered into this 7th day of 2000, by Monsanto Company, a Delaware corporation ("Assignor"), in favor of Tabletop Acquisition Corp., a Delaware corporation ("Assignee").

WHEREAS, Monsanto Company, Tablesweet, Inc., Searle Patients in Need Foundation and Assignee are parties to a certain Asset Purchase Agreement dated as of February 3, 2000 (the "Agreement"), pursuant to which Assignee has agreed to purchase the Business (as defined in the Agreement); and

WHEREAS, pursuant to the Agreement, Assignor desires to assign and transfer to Assignee all of its right, title and interest in and to the marks listed on Exhibit A attached hereto (the "Marks") and Assignee is desirous of acquiring the same.

NOW, THEREFORE, for the foregoing recited consideration and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign, sell and transfer to Assignee all of its right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, the right to sue for past infringement thereof, the registration and application for registration therefor, and all the benefit of the Marks. Assignor does further consent to the recordation of this Assignment of Trademarks by Assignee with any governmental agency.

This Assignment of Trademarks shall be binding upon Assignor, its successors and assigns, and shall inure to the benefit of Assignee and its successors and assigns.

* * * * *

IN WITNESS WHEREOF, Assignor has executed this Assignment of Trademarks as of the date first written above.

MONSANTO COMPANY

By: Charles S. Johnson

Name: CHARLES S. JOHNSON

Title: AUTHORIZED REPRESENTATIVE