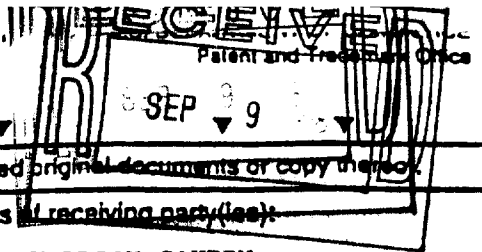


ONLY



09-16-1998



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Tab settings

To the Honorable Commissioner

1. Name of conveying party(ies):

PANZANI S.A.

Name: PANZANI WILLIAM SAURIN

Internal Address:

Street Address: 4 Rue Boileau

69006 Lyon, France

City: State: ZIP:

- Individual(s)
- General Partnership
- Corporation-State
- Other A Societe Anonyme of France

- Association
- Limited Partnership

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

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other A Societe Anonyme of France

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

3. Nature of conveyance:

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

Execution Date: 1/1/96

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

A. Trademark Application No.(s)

75/264,656

B. Trademark registration No.(s)

637,252

1,102,273

1,997,661

Additional numbers attached? Yes No

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

Name: Perla M. Kuhn, Esq.

Internal Address:

Hughes Hubbard & Reed LLP

Street Address: One Battery Park Plaza

City: New York State: NY ZIP: 10004

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41): \$ 115.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

08-3264

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

09/15/1998 SSMITH 00000028 75264656

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 75.00 DP

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.

Perla M. Kuhn, Esq.
Name of Person Signing

Perla M Kuhn
Signature

9/8/98
Date

Total number of pages comprising cover sheet

6

NOTARIAL CERTIFICATE

The undersigned Maître Jacques MUSNIER

Notary in Lyon, certifies hereby that Panzani S.A., 4, rue Boileau, 69006 LYON changed its company name from Panzani S.A. to Panzani William Saurin from 01.01.1996 further to a decision of the Extraordinary Meeting of Shareholders of 03.11.1995.

Done at Lyon
On 26.03.1998

Signature and Notarial Seal

Jacques Musnier
Notary
44, place de la République
69002 Lyon

ATTESTATION NOTARIALE

Le soussigné, **Maître Jacques MUSNIER**,

Notaire à Lyon, atteste par les présentes que la Société PANZANI S.A., 4 rue Boileau, 69006 LYON, a changé sa dénomination sociale de PANZANI S.A. en PANZANI WILLIAM SAURIN à compter du 1er janvier 1996, suivant délibération de l'Assemblée Générale Extraordinaire du 3 novembre 1995.

Fait à

Ceyra

Le

26 MARS

1995

[Signature]

Jacques MUSNIER
Notaire
44, Place de la République
69002 LYON

