

07-08-2002



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TRADEMARK OFFICE

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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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(ies):

General Mills, Inc.

06/20/02

- Individual(s)
- General Partnership
- Corporation-State
- Other a Delaware corporation
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: May 1, 2002

2. Name and address of receiving party(ies)

Name: General Mills IP Holdings I, LLC

Internal

Address:

Street Address: No. One General Mills Blvd.

City: Minneapolis State: MN Zip: 55426

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Delaware Limited Liability Company

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

06-20-2002

U.S. Patent & TMO/TM Mail Rcpt Dt. #70

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

A. Trademark Application No.(s) 78090712, 78090711,
75663408, 76114946, 76207146, 76207147, 76207225

B. Trademark Registration No.(s) 1554932, 1553122,
2169268, 2444427, 1661915, 1734860

Additional number(s) attached Yes No

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

Name: Dori Hummel

Internal Address:

Law Department, 4NE

Street Address:

No. One General Mills Blvd.

City: Minneapolis State: MN Zip: 55426

6. Total number of applications and registrations involved:

65

7. Total fee (37 CFR 3.41) \$ 1,640.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

07-0900

DO NOT USE THIS SPACE

9. Signature.

Dori Hummel

Name of Person Signing

Dori Hummel

Signature

6/11/02

Date

12

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

07/08/2002 TDIAZI 00000239 78090712

01 FC:481
02 FC:482

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REEL: 2532 FRAME: 0185

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

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

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

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

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 the Assignment.)

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).

Trademark Application Number(s)

76209127	78069686	78033131
75945433	78069689	75945432
78118695		

Registration Number(s)

2087834	414338	2150560
1647570	2362375	2379451
2187850	1681353	1346597
1531112	2506410	2127377
1496941	2337986	1496940
2297824	2272414	2120303
2070610	2054081	758523

**RECORDATION FORM COVER SHEET
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Trademark Application Number(s)

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**RECORDATION FORM COVER SHEET
CONTINUATION
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Registration Number(s)

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TRADEMARK ASSIGNMENT

This Trademark Assignment (this "*Assignment*") is made effective as of the 1st day of May, 2002 by General Mills, Inc., a corporation duly organized and existing under the laws of Delaware, having a place of business at Number One General Mills Boulevard, Minneapolis, Minnesota, 55426 ("*Assignor*").

WHEREAS, Assignor is the owner of trademarks identified on Schedule A hereto (as such Schedule may be amended, supplemented or modified from time to time to permit the Assignor to comply with the terms of this Assignment) which are registered or pending registration in the United States pertaining to the Assignor's and its subsidiaries' cereal business and the cereal business' products (the "*Assigned Trademarks*");

WHEREAS, Assignor and General Mills IP Holdings I, LLC, a Delaware limited liability company having a principal place of business at Number One General Mills Boulevard, Minneapolis, Minnesota, 55426 (hereinafter referenced as "*Assignee*"), have executed a Contribution Agreement dated April 2, 2002 (the "*Contribution Agreement*") wherein Assignor agreed to absolutely assign to Assignee certain property, including the Assigned Trademarks; and

WHEREAS, the Contribution Agreement requires Assignor to assign to Assignee the Assigned Trademarks.

NOW, THEREFORE, in consideration of and in exchange for the property described in the Contribution Agreement and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign and transfer to Assignee, subject to certain limitations set forth in the Contribution Agreement, all rights, title and interest in and to the Assigned Trademarks, together with the goodwill of the business symbolized thereby, the registrations therefor, the applications, renewals and other rights associated therewith and all remedies against infringements, violations and dilutions thereof. Subsequent to the execution of this Assignment, Assignor shall prepare any additional documents and take all actions that are necessary (i) to record this Assignment with the United States Patent and Trademark Office and any other appropriate governmental or regulatory entities or agencies of the United States or elsewhere and (ii) to effect a proper and valid assignment of the Assigned Trademarks.

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

GENERAL MILLS, INC.

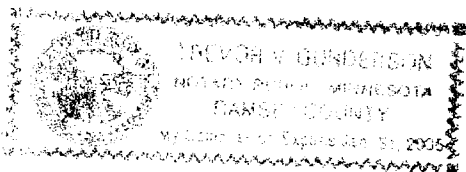
By: David Van Benschoten

Name: David Van Benschoten

Title: Vice President, Treasurer

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

On this 1st day of May, 2002, before me, a Notary Public within and for said County, personally appeared David Van Benschoten to me known to be the person described in and who executed the foregoing instrument and acknowledged that she executed the same as her free act and deed.



[Signature]
Notary Public

SCHEDULE A

LIST OF ASSIGNED TRADEMARKS

<i>COUNTRY</i>	<i>REFERENCE#</i>	<i>FILED</i>	<i>APPL#</i>	<i>REGDT</i>	<i>REG#</i>	<i>STATUS</i>	<i>CLASSES</i>
A BOOK FOR EVERY CHILD							
UNITED STATES	18610	10/29/2001	78/090,712			PENDING	42
42 - CHARITABLE ACTIVITIES, NAMELY, BOOK DISTRIBUTION							
APPLE CINNAMON CHEERIOS							
UNITED STATES	12803	11/21/1988	764,697	09/05/1989	1,554,932	REGISTERED	30
30 - BREAKFAST CEREAL							
APPLE CINNAMON CHEERIOS AND DESIGN							
UNITED STATES	12802	11/21/1988	765,019	08/22/1989	1,553,122	REGISTERED	30
30 - BREAKFAST CEREAL							
BEE HAPPY. BEE HEALTHY.							
UNITED STATES	18611	10/29/2001	78/090,711			PENDING	30
30 - PROCESSED CEREAL-DERIVED FOOD PRODUCT TO BE USED AS A BREAKFAST CEREAL, SNACK FOOD, OR INGREDIENT FOR MAKING FOOD							
BIG O POWER							
UNITED STATES	17911	03/19/1999	75/663,408			ALLOWED	30
30 - PROCESSED CEREAL USED AS A BREAKFAST OR SNACK FOOD							
BOUNCING O WITH HEART DESIGN							
UNITED STATES	17981					PROPOSED	29,30,31
29 - USED IN CONNECTION WITH BREAKFAST CEREAL							
BREAKFAST IN YOUR BOXERS							
UNITED STATES	17529	03/20/1997	75/260997	06/30/1998	2,169,268	REGISTERED	30
30 - BREAKFAST CEREAL							
BUZZBEE							
UNITED STATES	18291	04/13/2000	76/026,441	04/17/2001	2,444,427	REGISTERED	30
30 - PROCESSED CEREAL USED A BREAKFAST OR SNACK FOOD							
CEREAL SOLUTIONS							
UNITED STATES	13436	09/24/1990	099,684	10/22/1991	1,661,915	REGISTERED	35
35 - MARKETING SERVICES, NAMELY, ASSISTING OTHERS IN THE DISPLAYING AND SELLING OF BREAKFAST CEREALS							
CHEERIOS							
UNITED STATES	13668	07/15/1991	185,336	11/24/1992	1,734,860	REGISTERED	20,21
20 - PLASTIC BIBS							
21 - CHILDREN'S BOWLS, CUPS AND FOOD CONTAINERS							
CHEERIOS							
UNITED STATES	17390	10/08/1996	75/178554	08/12/1997	2,087,834	REGISTERED	25
25 - SHIRTS AND HATS							

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
CHEERIOS							
UNITED STATES	537	01/12/1945	478,549	06/05/1945	414,338	REGISTERED	30
30 - READY-TO-EAT CEREAL							
CHEERIOS							
UNITED STATES	18415	08/22/2000	76/114,946			PENDING	28,16
28 - BABY RATTLES, TOY TRUCKS, TOY CELLULAR PHONES, BOARD GAMES, JIGSAW PUZZLES, EDUCATIONAL PUZZLES, FLOOR PUZZLES, AND TOY CARS							
16 - PLAYING CARDS							
CHEERIOS							
UNITED STATES	18550	02/09/2001	76/207,146			PENDING	25,24
25 - TERRY CLOTH BIBS							
24 - RECEIVING BLANKETS AND BED BLANKETS							
CHEERIOS							
UNITED STATES	18549	02/09/2001	76/207,147			PENDING	16
16 - CHILDREN'S BOOKS							
CHEERIOS							
UNITED STATES	18548	02/09/2001	76/207,225			PENDING	6
6 - NON-LUMINOUS, NON-MECHANICAL METAL SIGNS							
CHEERIOS							
UNITED STATES	17440	02/10/1997	75/238998	04/14/1998	2,150,560	REGISTERED	35
35 - MAIL ORDER CATALOG SERVICES AND TELEPHONE SHOP AT HOME SERVICES FEATURING GENERAL MERCHANDISE FOR CHILDREN							
CHEERIOS							
UNITED STATES	18547	02/12/2001	76/209,127			ALLOWED	25
25 - PAJAMAS, HATS, ONE-PIECE INFANT OUTFITS, SHORTS, T-SHIRTS, COVERALLS, AND SWEAT SUITS							
CHEERIOS							
UNITED STATES	18546					PROPOSED	16
16 - REFRIGERATOR MAGNETS							
CHEERIOS AND DESIGN							
UNITED STATES	13224	06/18/1990	74/070,129	06/11/1991	1,647,570	REGISTERED	30
30 - BREAKFAST CEREAL							
CHEERIOS AND DESIGN							
UNITED STATES	18087	09/13/1999	75/797,949	06/27/2000	2,362,375	REGISTERED	25
25 - CLOTHING; NAMELY, SHIRTS AND HATS							
CHEERIOS MORNING MIX							
UNITED STATES	18584	06/18/2001	78/069,686			PENDING	30
30 - CEREAL-DERIVED FOOD PRODUCT TO BE USED AS A BREAKFAST CEREAL, SNACK FOOD, OR INGREDIENT FOR MAKING FOOD							
CHEERIOS PLAY PARK							
UNITED STATES	18503	10/31/2000	78/033,131			PENDING	41
41 - AMUSEMENT CENTERS							

COUNTRY REFERENCE# FILED APPL# REGDT REG# STATUS CLASSES

CHEERIOS RACING AND DESIGN

UNITED STATES 18086 09/13/1999 75/797,990 08/22/2000 2,379,451 REGISTERED 25
 25 - CLOTHING, NAMELY, SHIRTS AND HATS

CHEERIOS STUFF FOR KIDS

UNITED STATES 12652 COMMON N/A
 N/A - CUP, BOWL AND BIB

CINNAMON + GRAHAM TOGETHER!

UNITED STATES 17791 10/21/1997 75/377074 09/08/1998 2,187,850 REGISTERED 30
 30 - BREAKFAST CEREAL

CINNAMON TOAST CRUNCH

UNITED STATES 18268 02/25/2000 75/945,433 PENDING 30
 30 - CEREAL DERIVED READY-TO-EAT FOOD BAR

CINNAMON TOAST CRUNCH

UNITED STATES 13621 05/07/1991 164,801 03/31/1992 1,681,353 REGISTERED 30
 30 - BREAKFAST CEREAL

CINNAMON TOAST CRUNCH (STYLIZED)

UNITED STATES 10710 05/07/1984 479,340 07/02/1985 1,346,597 REGISTERED 30
 30 - BREAKFAST CEREAL

CINNAMON TOAST CRUNCH MORNING MIX

UNITED STATES 18585 06/18/2001 78/069,689 PENDING 30
 30 - CEREAL-DERIVED FOOD PRODUCT TO BE USED AS A BREAKFAST CEREAL, SNACK FOOD, OR INGREDIENT FOR MAKING FOOD

DESIGN OF BEE

UNITED STATES 12742 08/05/1988 744,391 03/21/1989 1,531,112 REGISTERED 30
 30 - READY-TO-EAT BREAKFAST CEREAL

DESIGN OF BEE

UNITED STATES 18512 11/06/2000 76/159,726 11/13/2001 2,506,410 REGISTERED 30
 30 - PROCESSED CEREAL USED AS A BREAKFAST OR SNACK FOOD

DESIGN OF BEE

UNITED STATES 17437 01/31/1997 75/234797 01/06/1998 2,127,377 REGISTERED 30
 30 - BREAKFAST CEREAL

DESIGN OF BOY'S HEAD (CHEERIOS)

UNITED STATES 12513 06/25/1987 668,602 07/19/1988 1,496,941 REGISTERED 30
 30 - READY-TO-EAT BREAKFAST CEREAL

DESIGN OF G C

UNITED STATES 17949 01/22/1999 75/626,875 04/04/2000 2,337,986 REGISTERED 30
 30 - PROCESSED CEREAL USED AS A BREAKFAST OR SNACK FOOD

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
DESIGN OF GIRL'S HEAD (CHEERIOS)							
UNITED STATES	12514	06/24/1987	668,379	07/19/1988	1,496,940	REGISTERED	30
30 - READY-TO-EAT BREAKFAST CEREAL							
DESIGN OF HEAD (CINNAMON TOAST CRUNCH)							
UNITED STATES	16395					COMMON	30
DESIGN OF HEART (CHEERIOS)							
UNITED STATES	17894	07/29/1998	75/527,401	12/07/1999	2,297,824	REGISTERED	30
30 - BREAKFAST CEREAL							
DESIGN OF LEPRECHAUN							
UNITED STATES	17907	10/08/1998	75/567376	08/24/1999	2,272,414	REGISTERED	30
30 - PROCESSED CEREAL TO BE USED AS A BREAKFAST FOOD OR SNACK FOOD							
DESIGN OF TRIANGLE (G DESIGN)							
UNITED STATES	8425	03/24/1980	255,394			COMMON	30
DESIGN OF WENDELL (CINNAMON TOAST CRUNCH)							
UNITED STATES	13760					COMMON	N/A
N/A - BREAKFAST CEREAL							
FRENCH TOAST CRUNCH							
UNITED STATES	16903	10/11/1995	75/004,273	12/09/1997	2,120,303	REGISTERED	30
30 - BREAKFAST CEREAL							
FROSTED CHEERIOS							
UNITED STATES	17023	09/20/1995	74/731,420	06/10/1997	2,070,610	REGISTERED	30
30 - BREAKFAST CEREAL							
FROSTED THE HOLE WAY AROUND							
UNITED STATES	16908	08/22/1995	719,173	04/22/1997	2,054,081	REGISTERED	30
30 - BREAKFAST CEREAL							
G							
UNITED STATES	854	10/05/1962	154,597	10/15/1963	758,523	REGISTERED	30
30 - BREAKFAST CEREALS							
G CEREAL SOLUTIONS AND BOWL AND SPOON DESIGN							
UNITED STATES	18500	10/30/2000	76/154,904	09/04/2001	2,485,327	REGISTERED	35
35 - MARKETING SERVICES, NAMELY, ASSISTING OTHERS IN THE DISPLAYING AND SELLING OF BREAKFAST CEREALS							
G CEREAL SOLUTIONS AND DESIGN							
UNITED STATES	18573	05/29/2001	76/263,750	12/25/2001	2,522,601	REGISTERED	35
35 - MARKETING SERVICES, NAMELY, ASSISTING OTHERS IN THE DISPLAYING AND SELLING OF BREAKFAST CEREALS							
G GENERAL MILLS (STYLIZED)							
UNITED STATES	13537	01/17/1991	131,157	11/26/1991	1,666,000	REGISTERED	30
30 - BREAKFAST CEREAL							

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
GET FROSTED!							
UNITED STATES	17024	09/21/1995	74/732,416	07/29/1997	2,084,686	REGISTERED	30
30 - BREAKFAST CEREAL							
HONEY NUT CHEERIOS							
UNITED STATES	8134	07/18/1979	223,877	03/17/1981	1,148,469	REGISTERED	30
30 - READY-TO-EAT BREAKFAST CEREAL							
HONEY NUT CHEERIOS							
UNITED STATES	18269	02/25/2000	75/945,432			ALLOWED	30
30 - CEREAL DERIVED READY-TO-EAT FOOD BAR							
HONEY NUT CHEERIOS TO GO							
UNITED STATES	18631					MAILED	30
30 - FOOD PRODUCTS							
I'M A CHEERIOS RACING KID! AND DESIGN							
UNITED STATES	18085	09/13/1999	75/797,934	05/01/2001	2,447,526	REGISTERED	25
25 - CLOTHING; NAMELY, T-SHIRTS AND CLOTH BIBS							
IT'S A HONEY OF AN 'O'							
UNITED STATES	8495	06/20/1980	267,254	10/12/1982	1,212,620	REGISTERED	30
30 - READY-TO-EAT BREAKFAST CEREAL							
LUCKY CHARMS							
UNITED STATES	1230	10/18/1962	155,408	10/29/1963	759,322	REGISTERED	30
30 - BREAKFAST CEREALS							
LUCKY CHARMS							
UNITED STATES	18011	04/30/1999	75/694,576	02/01/2000	2,314,798	REGISTERED	29
29 - DEHYDRATED FRUIT SNACKS							
LUCKY CHARMS MAGICAL FOREST							
UNITED STATES	18520	11/17/2000	78/035,720	02/05/2002	2,537,408	REGISTERED	41
41 - AMUSEMENT CENTERS							
MULTI GRAIN CHEERIOS							
UNITED STATES	13784	12/02/1991	226,955	08/25/1992	1,710,278	REGISTERED	30
30 - BREAKFAST CEREAL							
MULTI-GRAIN CHEERIOS PLUS							
UNITED STATES	17525	06/12/1997	75/308089	06/09/1998	2,164,083	REGISTERED	30
30 - BREAKFAST CEREAL							
NOBODY CAN SAY NO!							
UNITED STATES	17391	10/11/1996	75/180,299	02/17/1998	2,136,839	REGISTERED	30
30 - BREAKFAST CEREAL							
ONCE IN A LIFETIME							
UNITED STATES	17959	02/11/1999	75/638,424	10/31/2000	2,400,883	REGISTERED	30
30 - PROCESSED CEREAL USED AS A BREAKFAST OR SNACK FOOD							

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
THE 1 AND ONLY CHEERIOS							
UNITED STATES	17896	07/30/1997	75/527749	07/13/1999	2,261,169	REGISTERED	30
30 - BREAKFAST CEREAL							
SWEET SOUNDS OF SOUL							
UNITED STATES	17885	06/10/1998	75/499,437	03/07/2000	2,325,421	REGISTERED	35
35 - SPONSORING AND PROMOTING LIVE MUSICAL CONCERTS OF OTHERS							
SWEET SOUNDS OF SOUL							
UNITED STATES	17904	09/29/1998	75/561,283	12/21/1999	2,301,965	REGISTERED	9
9 - PRERECORDED AUDIO CDS FEATURING MUSIC							
SWEET SOUNDS OF SOUL							
UNITED STATES	17905	09/29/1998	75/561,828	11/02/1999	2,290,236	REGISTERED	25
25 - SHIRTS AND HATS							
THE TASTE TEAMS LOVE							
UNITED STATES	17545	07/03/1997	75/319182	09/07/1999	2,276,474	REGISTERED	30
30 - BREAKFAST CEREAL							
THE TASTE YOU CAN SEE							
UNITED STATES	14527	05/14/1993	74/387,058	08/19/1997	2,089,466	REGISTERED	30
30 - BREAKFAST CEREAL							
TASTES SO GOOD...THIS BOX NEVER CLOSES							
UNITED STATES	17711	07/28/1997	75/331,817	05/12/1998	2,157,027	REGISTERED	30
30 - BREAKFAST CEREAL							
TEAM CHEERIOS							
UNITED STATES	17442	02/14/1997	75/241950	08/25/1998	2,185,009	REGISTERED	30
30 - BREAKFAST CEREAL							
TEAM CHEERIOS							
UNITED STATES	17943	04/14/1998	75/467797	06/01/1999	2,249,562	REGISTERED	41
41 - SERVICE MARK FOR ENTERTAINMENT SERVICES IN THE NATURE OF CONTINUING RADIO SHOW ON THE SUBJECTS OF SPORTS, FOOD AND NUTRITION							
THEY'RE MAGICALLY DELICIOUS!							
UNITED STATES	12532	07/13/1987	672,078	03/08/1988	1,479,852	REGISTERED	30
30 - READY-TO-EAT BREAKFAST CEREAL							