

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Multifoods Brands, Inc.		02/10/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	IMCB Corp.
Street Address:	1765 Yankee Doodle Road
City:	Eagon
State/Country:	MINNESOTA
Postal Code:	55121
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	1827617	BAKERS HEAVEN
Serial Number:	78296004	BAKERY IN A BOX!
Registration Number:	1966620	CHOCOLATE MANIA
Registration Number:	1893708	CHOCOVIVA!
Registration Number:	1833439	CORNERSTONE
Serial Number:	78372644	DIVINE CENTERS
Registration Number:	1798839	DUTCH TREAT
Registration Number:	1550390	GOOD 'N' MOIST
Registration Number:	1486369	HI-DEMAND
Registration Number:	1828455	HIGH-M
Registration Number:	1159339	JAMCO
Registration Number:	958641	MULTIFOODS
Registration Number:	1822991	M MULTIFOODS
Registration Number:	1872643	MULTIFOODS BAKERY PRODUCTS SINCE 1892

OP \$565.00 1827617

Registration Number:	1783558	NORSEMAN
Registration Number:	1113721	SHOP PRIDE
Registration Number:	2134556	STAR D'LIGHTS
Registration Number:	1551168	STAR-DEMAND
Registration Number:	1834831	THE PERFORMANCE BEHIND THE PROMISE
Registration Number:	1087129	ULTRA WHITE
Registration Number:	2043231	ULTRA-RISE
Registration Number:	2540049	JAMCO

CORRESPONDENCE DATA

Fax Number: (216)363-4607
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (216) 363-4151
Email: trademark@bfca.com
Correspondent Name: Mark E. Avsec
Address Line 1: 200 Public Square
Address Line 2: 2300 BP Tower
Address Line 4: Cleveland, OHIO 44114

NAME OF SUBMITTER:	Mark E. Avsec
Signature:	/Mark E. Avsec/
Date:	03/16/2005

Total Attachments: 4
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TRADEMARK ASSIGNMENT (Multifoods Brands, Inc.)

This Trademark Assignment (this "Assignment"), dated as of February 18, 2005, is made by Multifoods Brands, Inc., a Delaware corporation ("Assignor").

RECITALS

A. Assignor and IMCB Corp., a Delaware corporation ("Assignee") are parties to that certain Purchase Agreement, dated as of January 13, 2005, by and among The J.M. Smucker Company, International Multifoods Corporation, Multifoods Brands, Inc., Fantasia Confections, Inc., Smucker Foods of Canada Co. (formerly known as Robin Hood Multifoods Corporation), Value Creation Partners Inc., Best Brands Corp. and IMCB Corp. (the "Purchase Agreement").

B. Assignor is the owner of the trademarks identified on the attached Schedule A (the "Assigned Trademarks").

C. The Purchase Agreement requires Assignor to assign the Assigned Trademarks to Assignee.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign and transfer to Assignee, without any representations or warranties, express or implied (except as may be set forth in the Purchase Agreement), all of its right, title and interest in and to the Assigned Trademarks, together with the goodwill of the business symbolized thereby, the registrations identified on Schedule A, the applications, renewals and other rights associated therewith and all remedies against infringements, violations and dilutions thereof.

[The remainder of this page is intentionally left blank; signature page follows.]

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed by its duly authorized representative to be effective as of the day and year first above written.

MULTIFOODS BRANDS, INC.

By: *R.K. Smucker*
Name: Richard K. Smucker
Title: President, Co-Chief Executive Officer and Chief Financial Officer

STATE OF OHIO)
) ss.
COUNTY OF WAYNE)

On this 10th day of FEB, 2005, before me, a Notary Public within and for said County, personally appeared Richard K. Smucker, 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.

Jeannette L. Knudsen
Notary Public



JEANNETTE L. KNUDSEN, Attorney-At-Law
Notary Public - State of Ohio
My Commission has no expiration date
Sec. 147.03 R.C.

[Signature Page to Trademark Assignment (Multifoods Brands, Inc.)]

TRADEMARK
REEL: 003047 FRAME: 0539

SCHEDULE A

Mark	Application No.	Registration No.	Status	Country
FANTASIA & Design	656,365	411,028	Registered	Canada
FANTASIA THE TASTE OF ELEGANCE & Design	680,405	420,220	Registered	Canada
BAKERS HEAVEN	74/391,823	1,827,617	Registered	United States
BAKERY IN A BOX	78/296,004		Application	United States
CHOCOLATE MANIA	74/645,519	1,966,620	Registered	United States
CHOCOVIVA!	74/370,921	1,893,708	Registered	United States
CORNERSTONE	74/311,249	1,833,439	Registered	United States
DIVINE CENTERS	78/372,644		Application	United States
DUTCH TREAT	74/229,388	1,798,839	Registered	United States
GOOD 'N MOIST	73/757,877	1,550,390	Registered	United States
HI-DEMAND	73/682,143	1,486,369	Registered	United States
HIGH-M	74/374,636	1,828,455	Registered	United States
JAMCO	73/237,947	1,159,339	Registered	United States
JAMCO	76/214,200	2,540,049	Registered	United States
MULTIFOODS	72/402,205	958,641	Registered	United States
MULTIFOODS & Design	74/282,858	1,822,991	Registered	United States
MULTIFOODS BAKERY PRODUCTS SINCE 1892 & Design	74/361,900	1,872,643	Registered	United States
NORSEMAN	74/205,118	1,783,558	Registered	United States
SHOP PRIDE	73/141,570	1,113,721	Registered	United States
STAR D'LIGHTS	75/268,621	2,134,556	Registered	United States

Mark	Application No.	Registration No.	Status	Country
STAR-DEMAND	73/758,117	1,551,168	Registered	United States
THE PERFORMANCE BEHIND THE PROMISE	74/328,207	1,834,831	Registered	United States
ULTRA WHITE	73/091,614	1,087,129	Registered	United States
ULTRA-RISE	75/051,821	2,043,231	Registered	United States