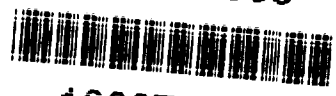


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TRADEMARKS ONLY

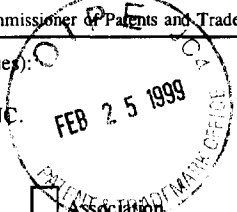
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or certified copy thereof.

1. Name of conveying Party(ies):
WESTCO PRODUCTS, INC.

Individual(s)
 General Partnership
 Corporation-State California
 Other _____

Association
 Limited Partnership

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



2. Name and Address of receiving Party(ies):
Name: CSM SUBHOLDINGS INC.
Internal Address: _____
Street Address: 1209 Orange Street
City: Wilmington State: DE Zip: 19801

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

3. Nature of conveyance:
 Assignment
 Security Agreement
 Other _____

Merger
 Change of Name

Execution Date: January 4, 1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
SEE ATTACHED Schedule B of Trademark Properties

B. Trademark Registration No.(s)
SEE ATTACHED Schedule A of Trademark Properties

Additional sheet attached? Yes No

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

Elizabeth M. Leasure
Coudert Brothers
1627 I Street, N.W.
Washington, DC 20006
Tel. 202-775-5100

Attorney Docket No. CSM 13239-07

6. Total number of applications and registrations involved: 16

7. Total fee (37 CFR 3.41)..... \$ 415.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit Account No.: 03-3370

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.

Elizabeth M. Leasure Name of Person Signing
Elizabeth M. Leasure Signature
February 25, 1999 Date

Total number of pages including cover sheet, attachments, and document: SIX (6)

03/01/1999 SBURMS 0000063 2213031
01 FC:481 40.00 OP
02 FC:482 375.00 OP

SCHEDULE A

A. Registered Marks

<u>Marks</u>	<u>Registration #</u>	<u>Registration Date</u>
FRUIT-O	2,213,031	December 22, 1998
WESTCO	2,187,891	September 8, 1998
WESTCO	1,879,937	February 21, 1995
WESTCO	1,880,766	February 28, 1995
SUP-R-ROLL	1,857,815	October 11, 1994
MASTER MIX	2,187,010	September 8, 1998
WESTCO	1,872,648	January 10, 1995
MAC MIX	1,853,747	September 13, 1994
PUD'N-CREAM CAKE MIX	1,845,792	July 19, 1994
PRIDE OF DENMARK	1,830,489	April 12, 1994
IF IT'S WESTCO IT'S PERFECT	1,872,647	January 10, 1995
RELIANCE	1,830,488	April 12, 1994
SILVER SEAL	1,338,625	June 4, 1985
ACE HI	1,250,094	September 6, 1983

B. Pending Marks

<u>Marks</u>	<u>Application Case #</u>	<u>Filing Date</u>
SQUEEZE N' FILL	SN: 75/565,335	October 5, 1998
THE LIGHTER CHOICE	SN: 75/470,999	April 20, 1998

C. Common Law Marks

WESTCO PRODUCTS, INC.

WESTCO PRODUCTS and associated logos

D. License of Trademarks

KLONDIKE (Registration Number: 1,323,562; owner - The Lucks Company)

KLONDIKE (Registration Number: 1,318,425; owner - The Lucks Company)

MOIST 'N RICH (Registration Number: 1,311,307; owner - The Lucks Company)

POULSBO (Registration Number: 1,292,894; owner - The Lucks Company)

POULSBO (Canadian Serial Number: 311,126; Canadian Registration Number: 499,853)

SETTLER'S MILL (Registration Number: 1,293,084; owner - The Lucks Company)

SETTLER'S MILL (Registration Number: 1,309,249; owner - The Lucks Company)

SETTLER'S MILL (State of Washington Registration Number: 12294)

TRADEMARK ASSIGNMENT

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, WESTCO PRODUCTS, INC., a corporation organized and existing under the laws of the State of California having its principal place of business at 7351 Crider Avenue, Pico Rivera, California 90660-1150 (the "Assignor"), does hereby sell, assign and transfer to CSM SUBHOLDINGS INC., a corporation organized and existing under the laws of the State of Delaware having its principal place of business at 1209 Orange Street, Wilmington, Delaware 19801 (the "Assignee"), its successors and assigns, the entire right, title and interest of Assignor in and to certain trademarks, trade names, business names, product names, "private label" names, trade dress, logos, patented and unpatented inventions, trade secrets, product formulae, know-how, copyrights and all registrations issued and all applications pending with respect to the foregoing, currently owned or used by Assignor (collectively, the "Intangible Rights"), and the goodwill related thereto, and including, without limitation, those trademark registrations, applications for registrations and common law marks identified on Schedule A hereto, and all derivatives thereof, and all rights, powers, emoluments, and advantage whatsoever symbolized thereby of Assignor, including common law rights in the Intangible Rights, and all rights to sue for and obtain damages, injunctive relief and attorneys' fees for all past infringements with respect thereto both at common law and under the statutes of the United States or any other country, and claims and causes of action in favor of the Assignor heretofore accrued or hereafter accruing with respect thereto for misappropriation, infringement or other violation of proprietary or other rights in the Intangible Rights and all registrations or applications relating thereto and all renewals and extensions of such registrations.

TO HAVE AND TO HOLD the same unto the Assignee, its successors and assigns, for and during the existence of such Intangible Rights and all renewals and extensions thereof, as fully and as entirely as the same would have been held and enjoyed by the Assignor had this Assignment and transfer not been made.


The Assignor shall promptly, upon the request of the Assignee, execute such other instruments of conveyance as may be reasonably necessary to permit the Assignee to record the assignment made by this instrument.

Capitalized terms used herein without definition shall have the meanings ascribed to them in the Purchase Agreement.

IN WITNESS WHEREOF, the undersigned has caused this Assignment to be duly executed this 4th day of January, 1999.

WESTCO PRODUCTS INC.

By:


Name: James C. Colihan
Title: Secretary

State of New York)
)
County of New York) ss.:

On this 4th day of January, 1999, personally appeared before me James C. Colihan, to me known and known to me to be the Secretary of WESTCO PRODUCTS, INC., a California corporation, that executed the foregoing instrument, and acknowledged that each executed the foregoing instrument on behalf of said corporation and pursuant to authority duly received.

Christine Gellard
Signature

[SEAL]

Christine Gellard
Name:

Notary Public in and for
said County and State

CHRISTINE GELLARD
Notary Public, State of New York
No. 41-4830873
Qualified in Queens County
Certificate Filed in New York County
Commission Expires Feb. 28, 2000