

07-07-1999



101083956

FORM PTO-1594

U.S. DEPARTMENT OF COMMERCE

1-31-92

TRADEMARKS ONLY

Patent and Trademark Office

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

1. Name of conveying Party(ies):

BAKEMARK INGREDIENTS (EAST) INC.

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

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: June 30, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

- Reg# 1,961,198 - POTOMAC BAKERY MIXES & Design
- Reg# 1,776,660 - ALL THE GOODS TO BAKE THE GOODS
- Reg# 1,789,540 - SERIO & SONS & Design
- Reg# 1,419,370 - AMERICAN EAGLE & Design

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 13239-011

6. Total number of applications and registrations involved:

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account No.: 03-3370

DO NOT USE THIS SPACE

9. Statement and Signature.

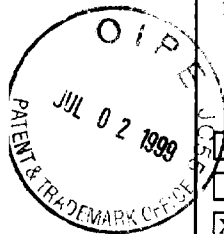
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Elizabeth M. Leasure
Name of Person Signing

Elizabeth M. Leasure
Signature

July 2, 1999
Date

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



07/06/1999 MTHAI1 00000132 1961198

01 FC:481
02 FC:482

40.00 OP
75.00 OP

TRADEMARK ASSIGNMENT

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, BAKEMARK INGREDIENTS (EAST) INC., a corporation organized and existing under the laws of the State of Delaware having its principal place of business at 1821 Walden Office Square, Suite 300, Schaumburg, Illinois 60173 (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.

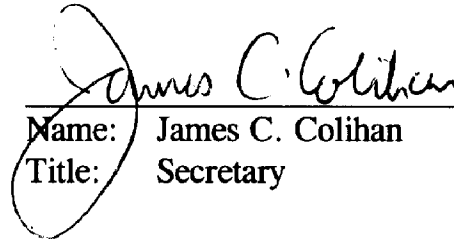
The Assignor shall promptly, upon the request of the Assignee, execute such other instruments of conveyance as may be reasonably necessary to permit the Assignee to record the assignment made by this instrument.

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 30th day of June, 1999.

BAKEMARK INGREDIENTS (EAST) INC.

By:


Name: James C. Colihan
Title: Secretary

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

On this 30th day of June, 1999, personally appeared before me James C. Colihan, to me known and known to me to be the Secretary of BAKEMARK INGREDIENTS (EAST) INC., a Delaware 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.

[SEAL]

Christine Gellard
Signature

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

SCHEDULE A

A. Registered Marks

<u>Marks</u>	<u>Registration #</u>	<u>Registration Date</u>
POTOMAC BAKERY MIXES	1,961,198	March 5, 1996
ALL THE GOODS TO BAKE THE GOODS	1,776,660	June 15, 1993
SERIO & SONS	1,789,540	August 24, 1993
AMERICAN EAGLE	1,419,370	December 2, 1986

B. Common Law Marks

FRANK A. SERIO & SONS, INC.

SERIO and associated logos