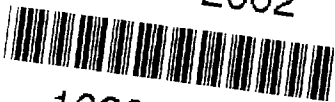


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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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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): Multifoods Distribution Group, Inc. 2-27-02

2. Name and address of receiving party(ies) Name: International Multifoods Corp. Internal Address: Street Address: 110 Cheshire Lane, Suite 300 City: Minnetonka State: MN Zip: 55305-1060

3. Nature of conveyance: [X] Assignment [ ] Merger [ ] Security Agreement [ ] Change of Name [ ] Other Execution Date: 02/01/2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75-726,376; 75-713,529

B. Trademark Registration No.(s) 2,341,248; 2,477,150

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Timothy J. Keenan Internal Address: International Multifoods Corp. Street Address: 110 Cheshire Lane Suite 300 City: Minnetonka State: MN Zip: 55305-1060

6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41): \$ 65.00 [X] Enclosed [ ] Authorized to be charged to deposit account 8. Deposit account number:

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9. Signature. BYRME 00000162 75726376 John E. Byom 40.00 OP 25.00 OP Name of Person Signing

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February 1, 2002 Date

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

03/13/2002 01 FC:481 02 FC:482



**Exhibit A**

**Trademarks**

<u>Mark</u>	<u>Serial No.</u>	<u>U.S. Registration No.</u>
M and Design	75-726,376	2,341,248
MULTIFOODS DISTRIBUTION and Design	75-713,529	2,477,150