

**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			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
The White Lily Foods Company		10/10/2006	CORPORATION:

RECEIVING PARTY DATA	
<b>Name:</b>	The J.M. Smucker Company
<b>Street Address:</b>	1 Strawberry Lane
<b>City:</b>	Orrville
<b>State/Country:</b>	OHIO
<b>Postal Code:</b>	44667
<b>Entity Type:</b>	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	1232096	THREE RIVERS
Registration Number:	0974661	WHITE LILY
Registration Number:	2016448	WHITE LILY
Registration Number:	2218993	WHITE LILY
Registration Number:	2235363	WHITE LILY
Registration Number:	0820002	WHITE LILY
Registration Number:	2233007	WHITELILY
Registration Number:	2228626	WHITE LILY

CORRESPONDENCE DATA	
Fax Number:	(615)744-5672
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	6157265672
Email:	tertischek@bakerdonelson.com, echomyn@bakerdonelson.com
Correspondent Name:	Tara R. Ertischek
Address Line 1:	211 Commerce Street

OP \$215.00 1232096

Address Line 2: Commerce Center, Suite 1000  
Address Line 4: Nashville, TENNESSEE 37201

ATTORNEY DOCKET NUMBER: 2789218-000002

NAME OF SUBMITTER: Tara R. Ertischek

Signature: /tara r. ertischek/

Date: 10/10/2006

**Total Attachments: 3**

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**TRADEMARK ASSIGNMENT AGREEMENT**

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THIS TRADEMARK ASSIGNMENT AGREEMENT (this "Assignment") dated as of the 10<sup>th</sup> day of October, 2006 (the "Effective Date") by and among The J.M. Smucker Company, an Ohio corporation ("Assignee") and The White Lily Foods Company, a Delaware corporation ("Assignor");

**WITNESSETH:**

**THAT WHEREAS**, Assignee, Assignor and C.H. Guenther & Son, Inc., a Texas corporation are parties to that certain Asset Purchase Agreement dated as of the Effective Date (the "Agreement"); and

**WHEREAS**, Assignor has agreed to execute and deliver this Assignment to Assignee for the purpose of transferring and vesting to Assignee all of Assignor's right, title and interest in and to the trademarks listed on Schedule 2.1(c) of the Agreement and described on Exhibit A attached hereto (the "Marks").

**NOW, THEREFORE**, in consideration of the foregoing premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign, transfer and convey to Assignee, its successors, assigns or other legal representatives, all Assignor's rights, title and interest in and to, and to the use of, the Marks, together with the goodwill of the business symbolized by the Marks, all registrations thereof and applications therefor, and the right to recover damages for past acts of infringement of said Marks.

Assignor hereby consents to and requests recordation of this transfer and further authorizes and requests that all official documents and communications relating to said Marks or the registration(s) and/or application(s) therefor be issued and delivered to Assignee, its attorneys, agents, successors or assigns.

Assignor hereby agrees at Assignee's reasonable request to execute in Assignee's favor any and all additional papers which may be reasonably necessary for the transfer, by complete assignment, of all Assignor's proprietary rights in and to the Marks and all registrations thereof or applications therefor, all at Assignee's expense.

**IN WITNESS WHEREOF**, Assignor has caused this document to be duly and legally executed as of this 10<sup>th</sup> day of October, 2006.

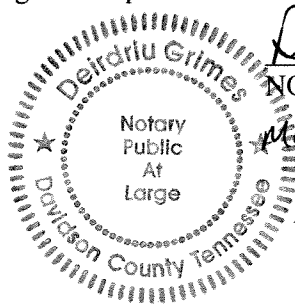
THE WHITE LILY FOODS COMPANY

By: Thomas C. W. [Signature]

Title: Vice President, General Counsel and Secretary

STATE OF TENNESSEE     )  
COUNTY OF Davidson     )

On this 10<sup>th</sup> of October, 2006, Thomas A. McRae personally appeared before me, who is known by me to be the Vice President, General Counsel and Secretary of THE WHITE LILY FOODS COMPANY, a Delaware corporation, the above-named assignor, and acknowledged that he executed the foregoing Assignment on behalf of said assignor and pursuant to authority duly received.

 Deirdrie Grimes  
NOTARY PUBLIC  
*My commission expires*  
7-21-07

**Exhibit A**

**MARKS**

<b>THREE RIVERS</b>	<b>Registered</b>	<b>1232096</b>	<b>03/22/1983</b>
<b>WHITE LILY</b>	<b>Registered</b>	<b>974661</b>	<b>12/11/1973</b>
<b>WHITE LILY</b>	<b>Registered</b>	<b>2016448</b>	<b>11/12/1996</b>
<b>WHITE LILY</b>	<b>Registered</b>	<b>2218993</b>	<b>01/19/1999</b>
<b>WHITE LILY</b>	<b>Registered</b>	<b>2235363</b>	<b>03/23/1999</b>
<b>WHITE LILY &amp; DESIGN</b>	<b>Registered</b>	<b>820002</b>	<b>12/06/1966</b>
<b>WHITE LILY &amp; DESIGN</b>	<b>Registered</b>	<b>2233007</b>	<b>03/16/1999</b>
<b>WHITE LILY &amp; DESIGN</b>	<b>Registered</b>	<b>2228626</b>	<b>03/02/1999</b>