

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/26/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Smucker Fruit Processing Company		06/26/2006	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	The J. M. Smucker Company
Street Address:	One Strawberry Lane
City:	Orrville
State/Country:	OHIO
Postal Code:	44667-0280
Entity Type:	CORPORATION: OHIO

PROPERTY NUMBERS Total: 83

Property Type	Number	Word Mark
Registration Number:	1718416	ADAMS
Registration Number:	1753334	ADAMS NO-STIR
Registration Number:	2091925	BAKING HEALTHY
Registration Number:	1637033	
Registration Number:	1637019	
Registration Number:	2201817	
Registration Number:	1557017	SMUCKER'S
Registration Number:	1499807	BERRY PATCH
Registration Number:	1527223	BRANSTON
Registration Number:	2147794	CHOOSY MOMS CHOOSE JIF
Registration Number:	2288075	COOKING COACH
Registration Number:	0781848	CRISCO

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Registration Number:	1081932	CRISCO
Registration Number:	1858740	
Registration Number:	1858741	
Registration Number:	1956850	CRISCO NATURAL BLEND
Registration Number:	3021362	CRISCO PROFESSIONAL
Registration Number:	0876150	CROSSE & BLACKWELL
Registration Number:	0301073	CROSE & BLACKWELL
Serial Number:	78543887	CROSSE & BLACKWELL
Registration Number:	2300057	DICKINSON'S
Registration Number:	0686435	DICKINSON'S
Registration Number:	2077247	DUTCH GIRL
Registration Number:	1435142	FRUIT 'N MAPLE
Registration Number:	1254673	
Registration Number:	2179287	
Registration Number:	1149068	
Registration Number:	2655608	
Registration Number:	1498820	GOOBER
Registration Number:	1300803	GOOBER GRAPE
Registration Number:	1461157	GOOBER STRAWBERRY
Registration Number:	2478798	
Registration Number:	2392175	HELP SAVE COOKING
Registration Number:	2029153	
Registration Number:	2756611	JIF
Registration Number:	2410753	JIF
Registration Number:	0643349	JIF
Registration Number:	2822446	
Serial Number:	78201795	JIF DIPPERS
Registration Number:	2219518	JIF SMOOTH SENSATIONS
Registration Number:	0974089	KITCHEN KING
Registration Number:	1810946	LAURA SCUDDER'S
Registration Number:	1078517	LOST ACRES
Registration Number:	1121974	MAGIC SHELL
Registration Number:	0560896	MARY ELLEN
Registration Number:	1754571	PACIFIC MOUNTAIN
Registration Number:	2373880	PLATE SCAPERS

Registration Number:	2285547	PURELY FRUIT
Registration Number:	1482523	PURELY THE FINEST
Registration Number:	0822031	PURITAN
Registration Number:	1084147	PURITAN
Registration Number:	1611416	R-LINE
Registration Number:	2883529	
Registration Number:	2623577	
Registration Number:	2494841	SENSATIONS STATION
Registration Number:	3121804	SIMPLE MEASURES
Registration Number:	2233522	SIMPLY 100% FRUIT
Registration Number:	1493340	SIMPLY FRUIT
Registration Number:	1673048	SIMPLY JIF
Registration Number:	2298997	SIMPLY SMUCKER'S
Registration Number:	2122410	SMUCKER'S
Registration Number:	1918604	SMUCKER'S
Registration Number:	0753791	SMUCKER'S
Registration Number:	0890992	SMUCKER'S
Registration Number:	0506885	SMUCKER'S
Registration Number:	2076295	SMUCKER'S BAKING HEALTHY
Registration Number:	2235410	SMUCKER'S FAMILY-MADE SINCE 1897
Serial Number:	78505055	SMUCKER'S FRUIT ESCAPES
Registration Number:	1614092	SPECIAL RECIPE
Registration Number:	1503164	SPECIAL RESERVE
Registration Number:	1682515	
Registration Number:	1682517	
Registration Number:	1128390	THE DICKINSON FAMILY
Registration Number:	2609429	THE SPREAD THAT MAKES BREAD SMILE!
Registration Number:	2473056	UNCRUSTABLES
Registration Number:	0850303	WITH A NAME LIKE SMUCKER'S IT HAS TO BE GOOD
Registration Number:	2122409	WITH A NAME LIKE SMUCKER'S, IT HAS TO BE GOOD
Registration Number:	3082687	WITH A NAME LIKE SMUCKER'S IT HAS TO BE GOOD
Registration Number:	1509392	GOOBER HONEY
Registration Number:	0672285	SLENDERELLA
Registration Number:	2235411	SMUCKER'S FAMILY-MADE SINCE 1897
Registration Number:	2556476	SMUCKER'S SNACKERS

Registration Number:	2430420	SMUCKER'S PUCKERS
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CORRESPONDENCE DATA

Fax Number: (330)684-3026

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 330-684-3527

Email: kevin.mular@jmsmucker.com

Correspondent Name: Jeannette Knudsen

Address Line 1: One Strawberry Lane

Address Line 4: Orrville, OHIO 44667-0280

NAME OF SUBMITTER:	Jeannette Knudsen
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Signature:	/jeannette knudsen/
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Date:	12/21/2006
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Total Attachments: 3

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Merger Agreement") is dated as of June 26, 2006, by and between Smucker Fruit Processing Company, a California corporation (the "Company"), and The J. M. Smucker Company, an Ohio corporation ("Smucker").

RECITALS

A. The Boards of Directors of the Company and Smucker have determined that it is advisable and in the best interests of each of such corporation that the Company merge with and into Smucker pursuant to the provisions of the California Corporations Code and the Ohio Revised Code upon the terms and subject to the conditions herein provided (the "Merger").

B. The Board of Directors of the Company and the Sole Shareholder of the Company have, by resolution duly adopted, approved this Merger Agreement and directed that it be executed by the undersigned officer.

C. The Executive Committee of Smucker has, by resolution duly adopted, approved this Merger Agreement and directed that it be executed by the undersigned officer.

AGREEMENT

In consideration of the mutual agreements herein contained, the parties agree that the Company will be merged with and into Smucker and that the terms and conditions of the Merger, the mode of carrying the Merger into effect, the manner of converting the shares of the Company and certain other provisions relating thereto, will be as hereinafter set forth.

Section 1. Merger. Subject to the terms and provisions of this Agreement, and in accordance with the California Corporations Code, at the Effective Time (as defined in Section 7 hereof), the Company will be merged with and into Smucker. Smucker will be the surviving corporation (hereinafter sometimes called the "Surviving Corporation") in the Merger and will continue its corporate existence under its present name under the laws of Ohio. At the Effective Time, the separate corporate existence of the Company will cease.

Section 2. Effect of the Merger. At the Effective Time, the Merger will have the effects provided for herein and in §1701.79 of the ORC.

Section 3. Certificate of Incorporation. The Certificate of Incorporation of Smucker, as in effect immediately prior to the Effective Time, will continue to be the Certificate of Incorporation of the Surviving Corporation following the Effective Time until thereafter duly altered, amended, or repealed in accordance with the provisions thereof and applicable law. The Certificate of Incorporation of Smucker will not be amended in any respect by reason of this Merger Agreement.

Section 4. By-Laws. The by-laws of Smucker, as in effect immediately prior to the Effective Time, will continue in full force and effect to be the by-laws of the Surviving Corporation following the Effective Time.

Section 5. Directors. At the Effective Time, each person who is a director of the Company immediately prior to the Effective Time will cease his tenure as a director of the Company. Each person who is a director of Smucker immediately prior to the Effective Time will continue to serve as a director of the Surviving Corporation following the Effective Time.

Section 6. Officers. At the Effective Time, each person who is an officer of the Company immediately prior to the Effective Time will cease his tenure as an officer of the Company. Each person who is an officer of Smucker immediately prior to the Effective Time will continue to serve as an officer of the Surviving Corporation following the Effective Time.


Section 7. Effective Time. The Merger will be effective on the date of filing of the Certificate of Merger with the Ohio and California Secretaries of State (the "Effective Time").

Section 8. Additional Actions. If, at any time after the Effective Time, the Surviving Corporation will consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, title to and possession of any property or right of the Company acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purpose of this Merger Agreement, the Company and its proper officers and directors will be deemed to have granted hereby to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and the possession of such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Merger Agreement; and the proper officers and directors of the Surviving Corporation are hereby fully authorized in the name of the Company or otherwise to take any and all such action.


Section 9. Conversion of Shares. At the Effective Time, each share of common stock of the Company, issued and outstanding immediately prior to the Effective Time will, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled, retired, and will cease to exist, and no common stock of Smucker will be issued and no consideration will be paid in respect thereof.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first above written.

THE J. M. SMUCKER COMPANY
an Ohio corporation

By: 
Richard K. Smucker, President and Co-Chief
Executive Officer

SMUCKER FRUIT PROCESSING COMPANY
a California corporation

By: 
Richard K. Smucker, President and Co-Chief
Executive Officer