

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CSM SUBHOLDINGS, INC.		10/19/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	CSM BAKERY PRODUCTS NA, INC.
Street Address:	1912 Montreal Road
City:	Tucker
State/Country:	GEORGIA
Postal Code:	30084
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 82

Property Type	Number	Word Mark
Registration Number:	1441375	"THE TASTE OF ELEGANCE"
Registration Number:	1126731	BB
Registration Number:	3998394	BB
Registration Number:	0551428	ALLSET
Registration Number:	1827617	BAKERS HEAVEN
Registration Number:	3306633	BEST BRANDS
Registration Number:	4029023	BB BEST BRANDS
Registration Number:	3352032	BB BEST BRANDS CORP.
Registration Number:	1256272	BESTOVALL
Registration Number:	0852000	BRILL
Registration Number:	1897639	BRILL
Registration Number:	0967702	BRILL BITTER SWEET
Registration Number:	3888105	BUFFET BITES
Registration Number:	2098951	CAMELOT DESSERTS

CH \$2065.00 1441375

Registration Number:	3607775	CENTERFULS
Registration Number:	3182038	CHEWY CONE CAKES
Registration Number:	1893708	CHOCOVIVA!
Registration Number:	1337022	CHOLMONDLEY'S
Registration Number:	1510337	CHOLMONDLEY'S
Registration Number:	1440097	COL-DIP CHOCOLATE
Registration Number:	3502743	CORNERSTONE
Registration Number:	1833439	CORNERSTONE
Registration Number:	3473915	CORNERSTONE HEARTY GRAINS
Registration Number:	1203779	DIP'EM
Registration Number:	1482074	DRIZZLE
Registration Number:	2035254	DUTCH CUPBOARD
Registration Number:	2122644	DUTCH CUPBOARD
Registration Number:	2504137	DUTCH CUPBOARD
Registration Number:	1798839	DUTCH TREAT
Registration Number:	1863853	ENLITENED CONCERNS
Registration Number:	0797541	FANTASIA
Registration Number:	0865852	FUDGECO
Registration Number:	1462114	FUDGICE
Registration Number:	1434880	GLAZE 'N SHINE
Registration Number:	1434885	GLORIOUS MORNING
Registration Number:	1550390	GOOD 'N' MOIST
Serial Number:	85698360	HENRY & HENRY
Registration Number:	1486369	HI-DEMAND
Registration Number:	1828455	HIGH-M
Registration Number:	1451104	KAKOLATE
Registration Number:	1183156	KARP'S
Registration Number:	1462118	KARP'S SCOOP-N-BAKE
Registration Number:	2725697	KARPUCCINO
Registration Number:	1507388	LIGHT 'N FLUFFY
Registration Number:	1204738	MAGIC
Registration Number:	4035231	MULTIFOODS
Registration Number:	0958641	MULTIFOODS
Registration Number:	1822991	M MULTIFOODS
Registration Number:	1872643	MULTIFOODS BAKERY PRODUCTS SINCE 1892

**TRADEMARK**

**REEL: 004886 FRAME: 0261**

	85677918	MULTIMIX
Registration Number:	1265187	MURRAY'S
Registration Number:	2877897	'NANA CREME FILLING
Registration Number:	3667943	NEW APPLICATION CAFE
Registration Number:	1917390	NIBBLENIKS
Registration Number:	1783558	NORSEMAN
Registration Number:	0693585	NOSTIX
Registration Number:	3153060	ORTH
Registration Number:	1603926	ORTH
Registration Number:	1940512	ORTH SINCE 1882
Registration Number:	0890990	POLAR FROST
Registration Number:	1477924	POUR 'N GLAZE
Serial Number:	85601585	RAINBOW BLAST
Registration Number:	1490387	READY ICE
Registration Number:	2042320	SCONEWICH
Registration Number:	1857826	SCOOP-N-BAKE
Registration Number:	4125754	SENSIBLY INDULGENT
Serial Number:	85699986	SIMPLICIOUS
Registration Number:	1479818	SMOKY MOUNTAIN MAPLE ICING
Registration Number:	1394250	SNO DRIFT
Serial Number:	85519372	SOLUTIONS THAT DELIGHT
Registration Number:	1525959	SPUN GOLD
Registration Number:	2134556	STAR D'LIGHTS
Registration Number:	1551168	STAR-DEMAND
Registration Number:	1341265	TECHNICARE
Registration Number:	1834831	THE PERFORMANCE BEHIND THE PROMISE
Registration Number:	1474318	THIN-KOTE
Registration Number:	1950661	TITTERINGTON'S
Registration Number:	4092918	TRANSMART
Registration Number:	3536011	ULTRA SMOOTH
Registration Number:	1087129	ULTRA WHITE
Registration Number:	2043231	ULTRA-RISE
Registration Number:	1489573	WHITE 'N GLOSSY

CORRESPONDENCE DATA

**TRADEMARK**  
**REEL: 004886 FRAME: 0262**

Fax Number: 2123101659

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 212 626 4557

Email: nyctrademarks@bakermckenzie.com

Correspondent Name: Lisa W. Rosaya

Address Line 1: 1114 Avenue of the Americas

Address Line 2: Baker & McKenzie LLP

Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	56182996-000028
NAME OF SUBMITTER:	Michael J. Bales
Signature:	/MJB/
Date:	10/23/2012

**Total Attachments: 7**

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TRADEMARK ASSIGNMENT  
FROM  
CSM SUBHOLDINGS, INC.  
TO  
CSM BAKERY PRODUCTS NA, INC.  
(as of 5:00 p.m. Eastern Standard Time on October 19, 2012)

This TRADEMARK ASSIGNMENT (this "Assignment"), dated as of October 19, 2012, is made and entered into by CSM Subholdings, Inc., a Delaware corporation ("Assignor") and CSM Bakery Products NA, Inc., a Delaware corporation ("Assignee"). Capitalized terms used in this Assignment without definition have the respective meanings given to them in the Asset Contribution Agreement (as defined below).

**RECITALS**

WHEREAS, Assignor and Assignee are parties to a certain Asset Contribution Agreement, dated as of the date hereof (the "Asset Contribution Agreement"), pursuant to which Assignor has sold to Assignee certain assets, including all right, title and interest of Assignor throughout the world to certain trademarks and service marks, and all registrations thereof and applications for registration therefor, including but not limited to those certain marks identified in Exhibit A hereto, together with the goodwill of the business associated therewith (the "Transferred Marks"); and

WHEREAS, Assignor desires to sell, transfer and assign to Assignee all right, title and interest of Assignor in and to the Transferred Marks, together with the goodwill of the business associated therewith, and Assignee desires to acquire the Transferred Marks from Assignor, together with the goodwill of the business associated therewith.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and intending to be legally bound, the Assignor acknowledges as follows:

1. Assignment and Transfer. Assignor hereby assigns, transfers, conveys and delivers to Assignee, without restriction, all of Assignor's right, title and interest worldwide in and to the Transferred Marks, together with the goodwill of the business associated therewith, to be held and enjoyed by Assignee, successor to the business or portion of the business of Assignor to which the Trademarks pertain, which business is ongoing and existing, for its own use and enjoyment, and for the use and enjoyment of its successors and assigns forever, at common law and/or to the end of the term or terms for which registration of the said Trademarks may be granted, or renewed, as fully and entirely as the same would have been held and enjoyed by Assignor had the assignment set forth herein not been made; together with all causes of action and the proceeds thereof in favor of Assignor heretofore accrued or hereafter accruing by reason of past infringement, dilution, misappropriation or other violation of the Trademarks, with the right to sue and collect damages for its own use and benefit, and for the use and on behalf of its successors or assigns.

From and after the date hereof, Assignor shall, upon request and at the expense of Assignee, but without further consideration, do, execute, acknowledge, deliver and file, or shall cause to be done, executed, acknowledged, delivered and filed, all such further acts, deeds, transfers, conveyances, assignments or assurances as may be reasonably requested by Assignee to transfer, convey and assign to Assignee possession and use of the Trademarks to comply with all applicable legal requirements to effect such transfers, conveyances and assignments.

2. Recordation of Transfer of Trademarks. Assignor hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States and any official of any state or foreign country whose duty it is to issue intellectual property registrations, to issue all registrations and applications for registration included in the Transferred Marks in the name of Assignee.

3. Governing Law. This Assignment shall be governed and construed in accordance with the internal laws of the State of New York (without giving effect to any choice or conflict of law provision or rule (whether of the State of New York or any other jurisdiction) that would cause the application of laws of any other jurisdiction).

5. Amendments. No modification, waiver or amendment of this Assignment shall be binding unless executed in writing by the Assignor and Assignee. No waiver of any of the provisions of this Assignment shall be deemed or shall constitute a waiver of any other provision hereof unless otherwise expressly provided.

6. Counterparts. This Assignment may be executed in two or more parts, including by facsimile signature, each of which shall constitute an original, but all of which taken together shall constitute one and the same instrument.

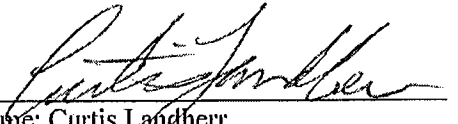
7. Terms of the Asset Contribution Agreement Govern. In the event of any inconsistencies or ambiguities between this Assignment and the Asset Contribution Agreement, the terms of the Asset Contribution Agreement shall govern.

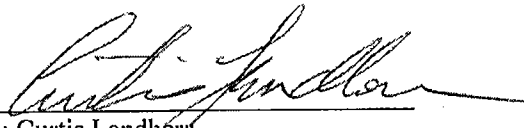
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IN WITNESS WHEREOF, the undersigned have caused this Assignment to be duly executed as of the date first written above.

**CSM SUBHOLDINGS, INC.**

**CSM BAKERY PRODUCTS NA, INC.**

By:   
Name: Curtis Landherr  
Title: Vice President and General Counsel

By:   
Name: Curtis Landherr  
Title: Vice President and General Counsel

**EXHIBIT A**

**TRANSFERRED MARKS**

<b>Trademark:</b>	<b>Registration Number:</b>	<b>Place of Registration:</b>	<b>Date of Filing:</b>	<b>Filing Number:</b>
"THE TASTE OF ELEGANCE"	1,441,375	USA	26-Sep-1986	622,277
(BB DESIGN ONLY)	1,126,731	USA	12-Sep-1977	140,889
(BB DESIGN ONLY)	3,998,394	USA	8-Jun-2007	77/201129
ALLSET	551,428	USA	19-Nov-1947	71/541674
BAKERS HEAVEN	1,827,617	USA	18-May-1993	74/391823
BB	TMA251267	Canada	24-Feb-1978	421442
BEST BRANDS	3,306,633	USA	12-Oct-2005	78/731568
BEST BRANDS	4,029,023	USA	8-Jun-2007	77/201131
BEST BRANDS CORP.	3,352,032	USA	12-Oct-2005	78/731565
BESTOVALL	1,256,272	USA	22-Oct-1981	333,670
BRILL	216,578	Canada	31-Aug-1971	345799
BRILL	585,059	Mexico	11-Jun-1996	265283
BRILL	630,817	Mexico	11-Jun-1996	265285
BRILL	852,000	USA	29-Jun-1967	274,305
BRILL	1,897,639	USA	17-Nov-1993	74/458983
BRILL BITTER SWEET	967,702	USA	14-Feb-1972	415,554
BRILL BITTERSWEET	219,495	Canada	31-Aug-1971	345800
BRILL LEV'NIN	219,498	Canada	5-Jul-1974	376765
BRILL QUALITY-APPROVED BAKERS' INGREDIENTS	216,318	Canada	31-Aug-1971	345801
BUFFET BITES	3,888,105	USA	12-May-2005	78/628778
CAMELOT DESSERTS	2,098,951	USA	29-Apr-1996	75/099793
CENTERFULS	3,607,775	USA	25-Aug-2006	78/960915
CHEWY CONE CAKES	3,182,038	USA	16-Sep-2005	76/646926
CHOCOVIVA!	1,893,708	USA	23-Mar-1993	74/370921



<b>Trademark:</b>	<b>Registration Number:</b>	<b>Place of Registration:</b>	<b>Date of Filing:</b>	<b>Filing Number:</b>
CHOLMONDLEY'S	1,337,022	USA	18-Jul-1984	490,375
CHOLMONDLEY'S	1,510,337	USA	16-Feb-1988	711,496
COL-DIP CHOCOLATE	1,440,097	USA	2-Jul-1986	607,518
CORNERSTONE	3,502,743	USA	27-Jul-2007	77/240207
CORNERSTONE	1,833,439	USA	4-Sep-1992	74/311249
CORNERSTONE HEARTY GRAINS	3,473,915	USA	1-May-2006	78/873584
DIP 'EM	1,203,779	USA	25-Jun-1980	267,783
DRIZZLE	1,482,074	USA	2-Jul-1986	607,520
DUTCH CUPBOARD	2,035,254	USA	29-Nov-1995	75/025562
DUTCH CUPBOARD	2,122,644	USA	19-Apr-1995	74/663130
DUTCH CUPBOARD	2,504,137	USA	16-Nov-2000	76/166426
DUTCH TREAT	1,798,839	USA	11-Dec-1991	74/229388
ENLITENED CONCERNS	1,863,853	USA	15-Oct-1993	74-448,487
FANTASIA	TMA411028	Canada	25-Apr-1990	656365
FANTASIA	797,541	USA	12-Oct-1965	163,476
FANTASIA THE TASTE OF ELEGANCE	TMA420220	Canada	22-Apr-1991	680405
FUDGECO	865,852	USA	7-Jun-1967	273,250
FUDGICE	1,462,114	USA	14-Apr-1986	593,162
GLAZE 'N SHINE	1,434,880	USA	2-Jul-1986	607,521
GLORIOUS MORNING	1,434,885	USA	14-Aug-1986	614,700
GOOD 'N' MOIST	1,550,390	USA	17-Oct-1988	757,877
HENRY & HENRY	Pending	USA	8-Aug-2012	85/698360
HI-DEMAND	1,486,369	USA	2-Sep-1987	682,143
HIGH-M	1,828,455	USA	2-Apr-1993	74/374636
KAKOLATE	1,451,104	USA	14-Apr-1986	593,163
KARP'S	595,770	Benelux	22-Apr-1996	867697
KARP'S	1,183,156	USA	7-Apr-1980	256,943

<b>Trademark:</b>	<b>Registration Number:</b>	<b>Place of Registration:</b>	<b>Date of Filing:</b>	<b>Filing Number:</b>
KARP'S SCOOP-N-BAKE	1,462,118	USA	7-Jul-1986	608,171
KARPUCCINO	2,725,697	USA	14-Dec-2001	76/354161
LIGHT 'N FLUFFY	1,507,388	USA	2-Jul-1986	607,522
MAGIC	1,204,738	USA	7-Aug-1980	273,223
MULTIFOODS	443,251	Mexico	8-Oct-1992	151802
MULTIFOODS	TMA188358	Canada	7-Sep-1971	345967
MULTIFOODS	2,217,678	United Kingdom	20-Dec-1999	2217678
MULTIFOODS	4,035,231	USA	27-Jul-2007	77/240206
MULTIFOODS	459,920	Mexico	6-Oct-1992	151607
MULTIFOODS	958,641	USA	17-Aug-1971	402,205
MULTIFOODS	1,822,991	USA	5-Jun-1992	74/282585
MULTIFOODS BAKERY PRODUCTS SINCE 1892	2,217,679	United Kingdom	20-Dec-1999	2217679
MULTIFOODS BAKERY PRODUCTS SINCE 1892	1,872,643	USA	25-Feb-1993	74/361900
MULTIMIX	Pending	USA	16-Jul-2012	85/677918
MURRAY'S	1,265,187	USA	22-Oct-1981	333,707
NANA CRÈME FILLING	2,877,897	USA	30-Sep-2002	76/455 414
NEW APPLICATION CAFE	3,667,943	USA	25-Aug-2006	78/961019
NIBBLENIKS	1,917,390	USA	5-Oct-1993	74/444106
NORSEMAN	1,783,558	USA	19-Sep-1991	74/205118
NOSTIX	693,585	USA	28-May-1959	74,648
ORTH	3,153,060	USA	15-Apr-1994	74/512996
ORTH	1,603,926	USA	10-Apr-1989	73/792369
ORTH	1,940,512	USA	15-Apr-1994	74/512996
PAN AND BAKE	628,703	Benelux	7-Oct-1997	902191
POLAR FROST	890,990	USA	23-Oct-1968	310,303
POUR 'N GLAZE	1,477,924	USA	7-Aug-1986	613,417
RAINBOW BLAST	Pending	USA	18-Apr-2012	85/601585

<b>Trademark:</b>	<b>Registration Number:</b>	<b>Place of Registration:</b>	<b>Date of Filing:</b>	<b>Filing Number:</b>
READY ICE	1,490,387	USA	2-Jul-1986	607,523
SCONEWICH	2,042,320	USA	6-Feb-1995	74/630550
SCOOP-N-BAKE	628,704	Benelux	3-Oct-1997	902196
SCOOP-N-BAKE	1,857,826	USA	4-Nov-1993	74/456461
SENSIBLY INDULGENT	4,125,754	USA	30-Jul-2008	77/534821
SHORTO	194,380	Canada	31-Aug-1971	345813
SIMPLICIOUS	Pending	USA	9-Aug-2012	85/699986
SMOKY MOUNTAIN MAPLE ICING	1,479,818	USA	2-Jul-1986	607,524
SNO DRIFT	1,394,250	USA	22-Jul-1985	549,319
SOLUTIONS THAT DELIGHT	Pending	USA	18-Jan-2012	85/519372
SPUN GOLD	1,525,959	USA	25-Mar-1986	589,976
STAR D'LIGHTS	2,134,556	USA	3-Apr-1997	75/268621
STAR-DEMAND	1,551,168	USA	17-Oct-1988	758,117
TECHNICARE	1,341,265	USA	16-Jul-1984	490,020
THE PERFORMANCE BEHIND THE PROMISE	1,834,831	USA	4-Nov-1992	74/328207
THIN-KOTE	1,474,318	USA	25-Mar-1986	589,962
TITTERINGTON'S	1,950,661	USA	18-Oct-1994	74/586762
TRANSMART	4,092,918	USA	30-Mar-2010	85/001779
ULTRA SMOOTH	3,536,011	USA	27-Jul-2007	77/240211
ULTRA WHITE	1,087,129	USA	25-Jun-1976	91,614
ULTRA-RISE	2,043,231	USA	1-Feb-1996	75/051,821
WHITE 'N GLOSSY	1,489,573	USA	2-Jul-1986	607,526