

7-6-98

07-15-1998



100764994

ONLY

the attached original documents or copy thereof.

To the Honorable Commissioner

1. Name of conveying party(ies):

U L Canada Inc.

- Individual Association
- General Partnership Limited Partnership
- Corporation-Canada
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: March 9, 1998

2. Name and address of receiving party(ies)

Name: International Home Foods (Canada) Inc.

Internal Address: _____

Street Address: 80 Tiverton Court, Suite 600

City: Markham State: Ontario, Canada ZIP: L3R 0G4

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation- Canada
- 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) of conveying party(ies) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,190,319

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Malcolm McCaleb, Jr.

Internal Address: Foley & Lardner

Atty. Docket No. 050580/0103

Street Address: One IBM Plaza, Suite 3300

330 North Wabash Avenue

City: Chicago State: IL ZIP: 60611-3608

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41).....\$ 40.00 €

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

06-1450

(Attach duplicate copy of this page if paying by deposit account)

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.

Malcolm McCaleb, Jr.

Signature

Date

Total number of pages including cover sheet, attachments, and document: 4

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

TRADEMARK
REEL: 1753 FRAME: 0510

07/14/1998 JSP/BAZ 0000091 1180319 DP 40.00

01 FC-461

UNITED STATES

ASSIGNMENT OF TRADEMARK

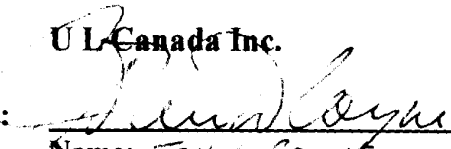
WHEREAS U L Canada Inc. (the "Assignor") having its principal place of business at 160 Bloor Street East, Suite 1500, Toronto, Ontario M4W 3R2, is the owner of the registered Trademark identified in the attached Schedule "A";

AND WHEREAS International Home Foods (Canada) Inc. (the "Assignee"), a company having a place of business at 80 Tiverton Court, Suite 600, Markham, Ontario L3R 0G4, is desirous of acquiring all right, title and interest in and to the said Trademark in the United States of America, together with the goodwill of the business associated with such use and symbolized by the said Trademark and the aforesaid registration;

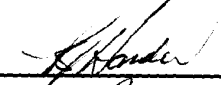
AND WHEREAS Assignor is willing to sell, transfer, convey and assign unto Assignee all of its right, title and interest in and to the said Trademark in the United States of America, together with the goodwill of the business associated with its use and symbolized by the said Trademark and the aforesaid registration absolutely;

NOW THEREFORE for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby sell, transfer, convey and assign unto Assignee all of its right, title and interest in and to the said Trademark in the United States of America, together with the goodwill of the business associated with its use and symbolized by the said Trademark and the said registration, for its own use absolutely, the same to be held and enjoyed by Assignee as it would have been held and enjoyed by Assignor had the sale, transfer, conveyance and assignment not been made.

EXECUTED at Toronto, Ontario, this 9th day of March, 1998

U L Canada Inc.
By: 
Name: JOHN COYNE
Title: ASS'T SEC 2

EXECUTED at Markham, Ontario, this 9th day of March, 1998

International Home Foods (Canada) Inc.
By: 
Name: ROBERT J. HARDER
Title: VICE-PRESIDENT FINANCE + ADMINISTRATION

(/cp masters\assign.usa)

TRADEMARK
REEL: 1753 FRAME: 0511

SCHEDULE "A"

UNITED STATES TRADEMARK REGISTRATION

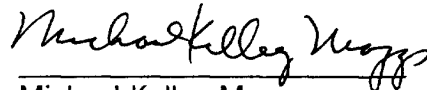
<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
FRASER VALLEY	1,190,319	February 16, 1982

DESIGNATION OF DOMESTIC REPRESENTATIVE

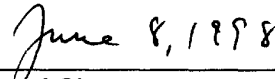
Trademark: FRASER VALLEY Registration No.: 1,190,319

Name of Registrant: International Home Foods (Canada) Inc.

Foley & Lardner, whose postal address is 330 North Wabash Avenue, Suite 3300, Chicago, Illinois 60611-3608, is hereby designated registrant's domestic representative upon whom notice or process in proceedings effecting the mark may be served.



Michael Kelley Maggs
Senior Vice President and General Counsel



Date of Signature