

Form PTO-1594 (Rev. 6-93) **RECORDATION FORM COVER SHEET** U.S. DEPARTMENT OF COMMERCE
 OMB No. 0651-0011 (exp. 4/94) **TRADEMARKS ONLY** Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof

1. Name of conveying party(ies):
 The Pillsbury Company
 200 South 6th Street
 Minneapolis, Minnesota 55402

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: State of Delaware
 Other _____

2. Name and address of receiving party(ies):
 International Multifoods Corporation
 110 Cheshire Lane
 Suite 300
 Minnetonka, Minnesota 55305

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: State of Delaware
 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: November 8, 2001

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)

4. Application number(s) or trademark number(s), and identification or description of the mark(s):

A. Trademark Application No(s). and description
 See attached Schedule A

B. Trademark Registration No(s). and description
 See attached Schedule A

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

Colleen M. Sarenpa
 FAEGRE & BENSON LLP
 2200 Wells Fargo Center
 90 South Seventh Street
 Minneapolis, MN 55402-3901
 612/766-6822

6. Total number of applications and registrations involved: 20

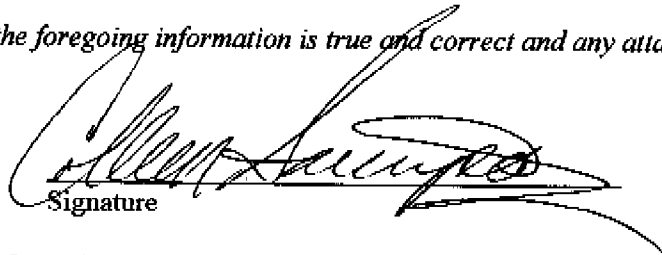
7. Total fee (37 CFR 3.41) \$515.00
 Authorized to be charged to deposit account

8. Deposit Account number: 06-0029

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.

Colleen M. Sarenpa
 Senior Trademark Specialist
 Name of person signing


 Signature

November 28, 2001
 Date

Total number of pages including cover sheet, attachments, and document: 9

Mail documents to be recorded with required cover sheet information to:
 Director - U.S. Patent and Trademark Office, Box Assignments
 Washington, D.C. 20231

SCHEDULE A**Attachment to Trademark Office Assignment Recordation Cover Page**

BALLARD	Registered	851547	25-Jun-68
BALLARD (Stylized)	Registered	595284	14-Sep-54
CREAMY SUPREME	Registered	1919083	12-Sep-95
FUNFETTI CAKE MIX	Registered	1593289	24-Apr-90
FUNFETTI	Registered	1593288	24-Apr-90
FUNFETTI	Registered	2200591	27-Oct-98
FUNFETTI	Pending	Application No. 78/037690	Application Date 04-Dec-00
FUNFISH FUNFETTI	Pending	Application No. 78/083998	Application Date 14-Sep-01
CONFETTI FUNFETTI	Pending	Application No. 78/083996	Application Date 14-Sep-01
FUN CELEBRATIONS MADE EASY	Pending (not yet registered)	Application No. 78/057263	Application Date 06-Apr-01
MOIST SUPREME	Registered	1910878	08-Aug-95
TUNNEL OF FUDGE	Registered	1221089	21-Dec-82
TUNNEL OF LEMON	Registered	1216031	09-Nov-82
HUNGRY JACK	Registered	339297	06-Oct-36
HUNGRY JACK	Registered	807335	19-Apr-66
HUNGRY JACK	Registered	829863	06-Jun-67
HUNGRY JACK	Registered	844695	20-Feb-68
HUNGRY JACK	Registered	1673056	21-Jan-92
(Design of syrup bottle)	Registered	2345771	25-Apr-2000
(Design of syrup bottle)	Registered (Suppl. Register)	2048418	25-Mar-97

PILLSBURY OMNIBUS TRADEMARK ASSIGNMENT

This Pillsbury Omnibus Trademark Assignment (this "Assignment") is made effective as of the 13th day of November, 2001 by The Pillsbury Company, a corporation duly organized and existing under the laws of Delaware, having a place of business at 200 South 6th Street, Minneapolis, Minnesota, 55402 ("Assignor").

WHEREAS, Assignor is the owner of the trademarks identified on the attached Schedule A (the "Assigned Trademarks");

WHEREAS, Assignor, General Mills, Inc. and International Multifoods Corporation, a Delaware corporation having a principal place of business at 110 Cheshire Lane, Suite 300, Minnetonka, Minnesota 55305 (hereinafter referenced as "Assignee") have executed an Amended and Restated Asset Purchase and Sale Agreement dated October 24, 2001 (as it may be amended from time to time, the "Asset Purchase Agreement") wherein, among other things, Assignee purchased certain retail product lines from Assignor; and

WHEREAS, the Asset Purchase Agreement requires Assignor to assign the Assigned Trademarks to Assignee;

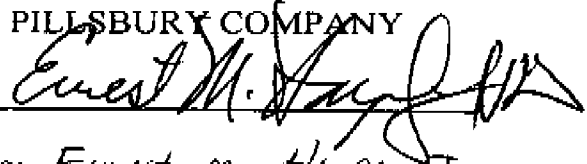
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign and transfer to Assignee all right, title and interest in and to the Assigned Trademarks, together with the goodwill of the business symbolized thereby, the registrations identified on Schedule A, the applications, renewals and other rights associated therewith and all remedies against infringements, violations and dilutions thereof.

;

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed as the date first written above.

THE PILLSBURY COMPANY

By:



Name:

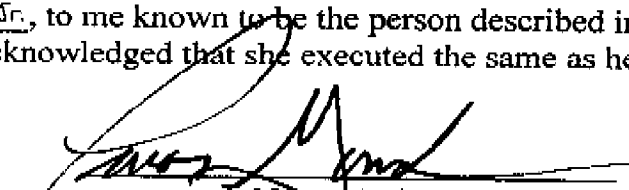
Ernest m Harger, Jr.

Title:

Vice President

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

On this 9th day of November, 2001, before me, a Notary Public within and for said County, personally appeared Ernest M. Harper, Jr., to me known to be the person described in and who executed the foregoing instrument and acknowledged that she executed the same as her free act and deed.


Notary Public



SCHEDULE A

BALLARD*	Registered	851547	25-Jun-68	U.S.
BALLARD (Stylized)*	Registered	595284	14-Sep-54	U.S.
CREAMY SUPREME*	Registered	1919083	12-Sep-95	U.S.
FUNFETTI CAKE MIX*	Registered	1593289	24-Apr-90	U.S.
FUNFETTI*	Registered	1593288	24-Apr-90	U.S.
FUNFETTI*	Registered	2200591	27-Oct-98	U.S.
FUNFETTI*	Pending	Application No. 78/037690	Application Date 04-Dec-00	U.S.
FUNFISH FUNFETTI*	Pending (not yet registered)	Application No. 78/083998	Application Date 14-Sep-01	U.S.
CONFETTI FUNFETTI*	Pending (not yet registered)	Application No. 78/083996	Application Date 14-Sep-01	U.S.
FUN CELEBRATIONS MADE EASY*	Pending (not yet registered)	Application No. 78/057263	Application Date 06-Apr-01	U.S.
MOIST SUPREME*	Registered	1910878	08-Aug-95	U.S.
TUNNEL OF FUDGE*	Registered	1221089	21-Dec-82	U.S.
TUNNEL OF LEMON*	Registered	1216031	09-Nov-82	U.S.
HUNGRY JACK	Registered	339297	06-Oct-36	U.S.
HUNGRY JACK	Registered	807335	19-Apr-66	U.S.
HUNGRY JACK ¹	Registered	829863	06-Jun-67	U.S.
HUNGRY JACK	Registered	844695	20-Feb-68	U.S.
HUNGRY JACK	Registered	1673056	21-Jan-92	U.S.
(Design of syrup bottle)	Registered	2345771	25-Apr-2000	U.S.
(Design of syrup bottle)	Registered (Suppl. Register)	2048418	25-Mar-97	U.S.
IDAHO SPUDS	Common-law rights	N/A	N/A	U.S.

¹ Rights to dough products are to be subject to restrictions in the Hungry Jack Trademark License Agreement (as defined in the Asset Purchase Agreement).

Foreign Trademarks

Trademark	Status	Registration Number	Registration Date	Territory
HUNGRY JACK	Registered	330905	16-Apr-75	Benelux
HUNGRY JACK	Registered	159769	06-Dec-68	Canada
HUNGRY JACK	Registered	157216	14-Jun-68	Canada
HUNGRY JACK	Registered	2031389	01-Mar-93	Germany
HUNGRY JACK	Registered	899953	29-Nov-72	Germany
HUNGRY JACK	Registered	67/97	10-Feb-99	Dominica
HUNGRY JACK	Pending (not yet registered)	Application (Not yet available)	N/A	El Salvador
HUNGRY JACK	Pending (not yet registered)	Application (Not yet available)	N/A	El Salvador
HUNGRY JACK	Registered	84466	18-May-97	Guatemala
HUNGRY JACK	Pending	Application No. 7957/96	N/A	Guatemala
HUNGRY JACK	Registered	80913	12-Mar-01	Honduras
HUNGRY JACK	Registered	08939	12-Mar-01	Honduras
HUNGRY JACK	Registered	327930	10-Jun-96	Indonesia
HUNGRY JACK	Registered	5170	17-Jul-99	Antigua & Barbuda
HUNGRY JACK	Registered	74/1997	17-Dec-97	Saint Lucia
HUNGRY JACK	Registered	140562	01-Feb-91	Venezuela

Trademark	Status	Registration Number	Registration Date	Territory
HUNGRY JACK	Registered	19849	28-Aug-73	Philippines
HUNGRY JACK	Registered	5604/93	13-Oct-97	Singapore
HUNGRY JACK	Registered	5603/93	20-Aug-96	Singapore
HUNGRY JACK	Registered	28767	06-Mar-89	Puerto Rico
HUNGRY JACK	Registered	89424	07-Sep-95	Israel
HUNGRY JACK	Registered	129788	N/A	Poland
HUNGRY JACK	Registered	84627	01-Jun-98	Panama
HUNGRY JACK	Registered	84628	01-Jun-98	Panama
HUNGRY JACK	Pending	Application No. (Not yet available)	N/A	Nicaragua
HUNGRY JACK	Registered	36115	06-Jan-98	Nicaragua
HUNGRY JACK	Registered	94/00778	17-Oct-95	Malaysia
HUNGRY JACK	Registered	94/00780	17-Oct-95	Malaysia
HUNGRY JACK	Registered	422440	22-Sep-92	Mexico

The Assigned Trademarks shall further include any plain type, stylized or logo versions of any of the items set forth above, and any common-law rights and state and foreign applications and registrations (if not included above on the list of foreign trademarks) for any of the foregoing and any trade dress associated with the Assigned Trade Dress Products (as defined in the Asset Purchase Agreement) (but not including any portion of such trade dress which depicts any products other than the Assigned Trade Dress Products or the Other Products (as defined in the Asset Purchase Agreement), the mark Pillsbury (or a design version thereof, including the Barrelhead logo), the Doughboy mark or any other trademark other than the items listed in this Schedule A or listed in the Pet Inc. Omnibus Trademark Assignment (as defined in the Asset Purchase Agreement) or those Pet-related marks listed in the General Mills Omnibus Trademark

Assignment (as defined in the Asset Purchase Agreement)), except that the trademarks identified with an asterisk (*) are being assigned only in the United States.