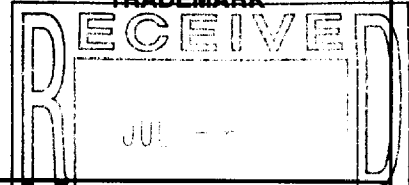


MPD
7.6.99

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TRADEMARK



101084445
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
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Document ID #
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Reel # Frame #
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Reel # Frame #

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other
 - Effective Date
Month Date Year

Conveying Party

Mark if additional names of conveying parties attached

Name
Formerly

Execution Date
Month Date Year

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name
DBA/AKA/TA
Composed of
Address (line 1)
Address (line 2)
Address (line 3)

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

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

07/07/1999 BNGUYEN 00000050 1343063

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01 FC:481 40.00 DP
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,343,063"/>	<input type="text" value="1,357,041"/>	<input type="text" value="827,631"/>
<input type="text" value="1,243,029"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41)

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Stephen B. Salai

June 30, 1999

Name of Person Signing

Signature

Date Signed

**ACKNOWLEDGMENT AND GENERAL RELEASE OF
ASSIGNMENT OF TRADEMARKS**

WHEREAS, **AGRILINK FOODS, INC.** (formerly CURTICE-BURNS FOODS, INC.), of 90 Linden Place, Rochester, New York ("Agrilink"), has adopted, used and is using the mark or marks shown on **Exhibit A** attached hereto (the "Marks"), which are registered in the United States Patent and Trademark Office under the registration number identified on **Exhibit A** adjacent to each of the Marks; and

WHEREAS, **CoBANK, ACB**, successor in interest to the Springfield Bank for Cooperatives, a federal instrumentality, having a regional office at 67 Hunt Street, Agawam, Massachusetts ("CoBank"), entered into (a) a certain Term Loan, Term Loan Facility and Seasonal Loan Agreement between Agrilink, PF Acquisition Corp., and CoBank, dated as of November 3, 1994, (b) a Trademark Collateral Assignment and Security Agreement between Agrilink and CoBank, dated as of November 3, 1994; and (c) certain other agreements and instruments executed in connection with the foregoing (collectively, the "Agreements"); and

WHEREAS pursuant to such Agreements Agrilink granted to CoBank a security interest in and to the Marks and the good will of the business symbolized by the marks and the registrations thereof, which security interest secured all the Obligations (as defined in the Agreements) of Agrilink; and

WHEREAS, CoBank is willing to release its security interest in and to the marks, the good will of the business symbolized by the marks and the registrations thereof.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, CoBank hereby releases all of its right, title and interest in and to the Marks, the good will of the business symbolized by the Marks and the registrations thereof. CoBank hereby agrees to execute and deliver at the request of Agrilink, all documents and certificates, and to perform any other reasonable acts that Agrilink may require in order to effectuate the release of the security interest in the Marks held by CoBank pursuant to the Agreements.

IN WITNESS WHEREOF, CoBank, expressly intending to be legally bound hereby, has caused this Acknowledgment and General Release of Assignment of Trademarks to be executed by its duly authorized officer ~~on~~ as of September 21, 1998.

CoBANK, ACB (successor in interest
to the Springfield Bank for Cooperatives)

By Robert J. Lamm
ITS Vincent

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF HAMPDEN

This instrument was acknowledged before me on this 27th day of March 1999
by Ralph T. Lawrence, as Vice President of CoBANK,
ACB (successor in interest to Springfield Bank for Cooperatives), a federal instrumentality.

Linda K. Raschi

Notary Public

My commission expires: 3-8-02

EXHIBIT A

<u>Trademark</u>	<u>Registration No.</u>
MEXICAN HOLIDAY	1,343,063
MEXICAN CLASSICS	1,357,041
REDS & Design	827,631
REDS	1,243,029