

TRADEMARKS ONLY



101701291

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

1. Name of conveying party(ies):

Cornucopia, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: February 28, 2001

2. Name and address of receiving party(ies)

Name: H. J. Heinz Company

Internal Address:

Street Address: 1062 Progress Street

City: Pittsburgh State: PA ZIP: 15212

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Pennsylvania
- 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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached Exhibit A

Additional numbers attached? Yes No

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

Name: Dean A. Bierkan, Esq.

Internal Address: H. J. Heinz Company

Street Address: 1062 Progress Street

City: Pittsburgh State: PA ZIP: 15212

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00 E

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-1631

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

05/03/2001 DBYRNE 00000137 081631 1364729

DO NOT USE THIS SPACE

01 FE-401 40.00 CH
02 FC-402 50.00 CH

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.

Dean A. Bierkan
Name of Person Signing

Dean Bierkan
Signature

04/18/2001

Date

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

1. Trademark Registration No. 1,364,729 issued October 8, 1985
Registered October 8, 1985: TODD'S
2. Trademark Registration No. 1,362,228
Serial No. 73/527032
California Ranchers Brand (CR stylized).
3. Trademark Registration No. 1418498
Registered November 25, 1986
THE "SOUP'R" DRESSINGS PEOPLE

**CORNUCOPIA, INC.
2450 White Road
Irvine, California 92678**

ASSIGNMENT OF TRADEMARKS


WHEREAS, Cornucopia, Inc., a California corporation (hereinafter referred to as "Assignor"), with an address at 2450 White Road, Irvine, California has adopted, used and is using the trademarks set forth in Exhibit A attached hereto and is the owner of the registrations and applications for said trademarks set forth on Exhibit A attached hereto (hereinafter the "Trademarks"); and

WHEREAS, Heinz USA, a division of H. J. Heinz Company, a Pennsylvania corporation with offices at 1062 Progress Street, Pittsburgh, PA 15212 (hereinafter referred to as "Assignee") desires to purchase the Trademarks.

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, subject to the terms of that certain Asset Purchase Agreement dated February 28, 2001 between Assignor and Assignee, Assignor does hereby sell, assign, and transfer all of its right, title and interest in and to the Trademarks to Assignee, its successors and assigns forever, together with all label designs embodying the Trademarks and goodwill of the business connected with the use of and symbolized by the Trademarks and the registrations and applications for said Trademarks. Assignor agrees to execute any and all additional documents that may be necessary to protect and record title to the Trademarks to Assignee.

Dated this 28th day of February, 2001.

CORNUCOPIA, INC.

By: 
Philip G. de Carion
President

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

STATE OF CALIFORNIA

COUNTY OF ORANGE

} ss:

On this 27th day of February, 2001, before me, the undersigned notary public, personally appeared Philip G. de Carion,

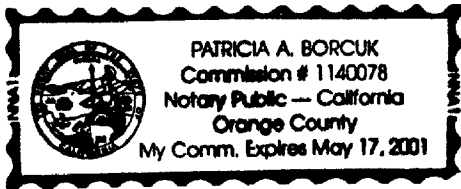
NAME(S) OF SIGNER(S)

personally known to me -OR- proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity(ies) upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Patricia A Borcuk

SIGNATURE OF NOTARY



**--OPTIONAL SECTION--
CAPACITY CLAIMED BY SIGNER**

Though statute does not require the Notary to fill in the data below, doing so may prove invaluable to persons relying on the document.

- INDIVIDUAL
- CORPORATE OFFICER(S)

TITLE(S)

- PARTNER(S)
 - LIMITED
 - GENERAL
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- GUARDIAN/CONSERVATOR
- OTHER:

SIGNER IS REPRESENTING:

NAME OF PERSON(S) OR ENTITY(IES)

OPTIONAL SECTION

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT:

TITLE OR TYPE OF DOCUMENT:

Though the data requested here is not required by law, it could prevent fraudulent reattachment of this form.

NUMBER OF PAGES:

DATE OF DOCUMENT:

OTHER SIGNER(S) THAN NAMED ABOVE: