

09-20-2002



ORDINATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102228531

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

<p>1. Name of conveying party(ies): ConAgra Brands, Inc. 9-18-02 (Nebraska corporation)</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		<p>2. Name and address of receiving party(ies) Name: <u>Swift Brands Company</u> Internal Address: _____ Address: _____</p> <p>Street Address: <u>1770 Promontory Circle</u> City: <u>Greeley</u> State: <u>CO</u> Zip: <u>80634</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>09/12/2002</u></p>		<p>OFFICE OF PATENT & TRADEMARK RECORDS FINANCE SECTION SEP 18 AM 7:58</p>	
<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ <u>76/363968 and 76/352933</u></p> <p>B. Trademark Registration No.(s) <u>2508240, 2508239, 2411014 and 2135967</u></p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Patrick C. Stephenson</u> Internal Address: _____ <u>McGrath, North, Mullin & Kratz, P.C.</u> Street Address: <u>222 South 15th Street</u> <u>Suite 1400</u> City: <u>Omaha</u> State: <u>NE</u> Zip: <u>68102</u></p>		<p>6. Total number of applications and registrations involved: 6</p> <p>7. Total fee (37 CFR 3.41).....\$ <u>165.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____</p>	
DO NOT USE THIS SPACE			
<p>9. Signature. <u>Patrick C. Stephenson</u> Name of Person Signing <u>[Signature]</u> Signature <u>9/12/02</u> Date</p> <p>Total number of pages including cover sheet, attachments, and document: <input type="checkbox"/></p>			

09/19/2002 LINDSEY 00000317 76363968

01 FC:461
02 FC:462

40.00 OP
125.00 BP

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

TRADEMARK
REEL: 002585 FRAME: 0798

TRADEMARK ASSIGNMENT

This Trademark Assignment (the "Assignment") is to be effective as of September 12, 2002, and is entered into by and among ConAgra Brands, Inc., a Nebraska corporation, ("Assignor"), and Swift Brands Company, a Delaware corporation, ("Assignee").

WHEREAS, Assignor, having its principal offices at One ConAgra Drive, Omaha, Nebraska 68102, U.S.A., is the owner of the trademark(s) and the associated registration(s) and/or application(s) for registration thereof existing in the United States Patent and Trademark Office listed on Exhibit A attached hereto (collectively, the "Marks").


WHEREAS, Assignee, having its principal offices at 1770 Promontory Circle, Greeley, Colorado 80634, U.S.A., is desirous of acquiring all right, title and interest in and to said Marks as part of the Agreement between HMTF Rawhide, L.P., ConAgra Foods, Inc., and S&C Holdco, Inc., dated May 20, 2002 (the "Purchase Agreement").

NOW THEREFORE, be it known that for Ten Dollars (US\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all of Assignor's right, title and interest in the United States in and to said Marks, together with the goodwill of the business symbolized by said Marks, any future registrations of said Marks, and all common law rights associated with said Marks, and, to the extent not retained by ConAgra Foods, Inc. in the Purchase Agreement, any and all causes of action and other rights assertable under said Marks, the right to sue third parties for infringement of or improper activities regarding said Marks, and the right to enjoy all of the monetary benefits obtained as a result of any such litigation, the same to be held and enjoyed by Assignee, its successors and assigns, as fully and entirely as the same would have been held and enjoyed by Assignor had this Assignment not been made.

Signed this 12th day of September, 2002.

CONAGRA BRANDS, INC.

Assignor

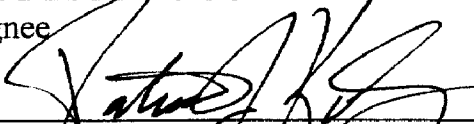
By: 

Name: Kevin L. Wedeking

Title: Assistant Corporate Secretary

SWIFT BRANDS COMPANY

Assignee

By: 

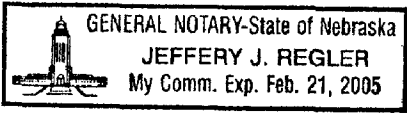
Name: Patrick J. Koley


Title: Vice President

STATE OF NEBRASKA)
) ss:
COUNTY OF DOUGLAS)

I, Jeffery J. Regler, Notary Public, do hereby certify that Kevin L. Wedeking, personally appeared before me, and, upon being duly sworn by me, stated and swore to the following: That he is the duly appointed Assistant Corporate Secretary of Assignor, legally constituted for a period of tenure not yet expired, that he is duly appointed and empowered to execute the Trademark Assignment attached hereto for the purposes and consideration therein expressed, and acknowledged that the same was the act of the Assignor.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 12th day of September, 2002.



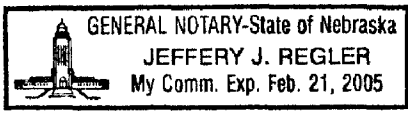


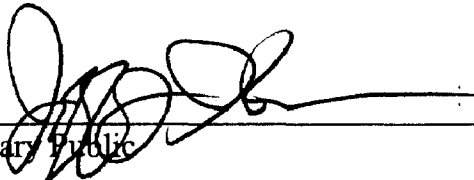
Notary Public
My Commission Expires: 2/21/2005

STATE OF NEBRASKA)
) ss:
COUNTY OF DOUGLAS)

I, Jeffery J. Regler, Notary Public, do hereby certify that Patrick J. Koley, personally appeared before me, and, upon being duly sworn by me, stated and swore to the following: That he is the duly appointed Vice President of Assignee, legally constituted for a period of tenure not yet expired, that he is duly appointed and empowered to execute the Trademark Assignment attached hereto for the purposes and consideration therein expressed, and acknowledged that the same was the act of the Assignor.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 12th day of September, 2002.





Notary Public
My Commission Expires: 2/21/2005

EXHIBIT "A"

<u>Mark</u>	<u>App./Reg. No.</u>
FAST NEVER TASTED SO GOOD	76/363,968
STAR SELECTIONS	76/352,933
GUARANTEED TENDER PORK	2,508,240
GUARANTEED TENDER BEEF	2,508,239
THE MARKET GRILL & Design	2,411,014
FRESH IDEAS FROM THE FRESH PORK PEOPLE	2,135,967