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04-04-2003

Form PTO-1594
Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION F
TRADEMA



102409551

DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies): Linden Oaks Corporation

Linden Oaks Corporation

FINANCE SECTION

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

2. Name and address of receiving party(ies):

Name: Birds Eye Foods, Inc.

Internal Address: _____

Street Address: 90 Linden Oaks, P.O. Box 20670

City: Rochester State: NY Zip 14602

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- 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

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

Nature of conveyance:

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

Execution Date: February 28, 2003

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s)
571162; 1809437; 1760754

Additional number(s) attached Yes No

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

Name Harter, Secrest & Emery LLP

Internal Address: _____

Street Address: 1600 Bausch & Lomb Place

City: Rochester State NY Zip 14604

6. Total number of applications and regulations involved 3

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:
03-3875

DO NOT USE THIS SPACE

Signature.

Stephen B. Salai
Name of Person Signing

AS Salai
Signature

March 13, 2003
Date

Total number of pages including cover sheet, attachments, and document: 11

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

04/04/2003 6TOM11 00000011 033875 571162

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01 FC: 8522 50.00 CH

TRADEMARK
REEL: 002705 FRAME: 0478

EXHIBIT B
TRADEMARK PURCHASE AGREEMENT
TRADEMARK ASSIGNMENT

THIS ASSIGNMENT, dated to be effective as of February 28, 2003, and made by Linden Oaks Corporation whose sole office is located at Suite 209, 103 Foulk Road, Wilmington, Delaware, 19803 (or "Linden Oaks"), recites and provides:

WHEREAS, Linden Oaks is the owner of all right, title and interest in and to those certain trademarks used in connection with the sale of popcorn (hereinafter referred to in the aggregate as the "Trademarks") which are identified on the attached Schedule A.

AND WHEREAS, Birds Eye Foods, Inc., a Delaware corporation whose principal office is located at 90 Linden Place, Rochester, New York, 14625 (or "Birds Eye Foods") is desirous of acquiring said Trademarks and the registrations thereof;

AND WHEREAS, it is desired that the assignment of said Trademarks be made of record in each jurisdiction where any of the Trademarks has been adopted and used.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Linden Oaks does hereby assign and transfer unto said Birds Eye Foods, and for Birds Eye Foods' successors and assigns, all right, title and interest in and to each of said Trademarks, together with the goodwill of the business symbolized by said Trademarks, and the registrations thereof; and all income, royalties, damages, and payments now or hereafter due or payable in respect of the Trademarks, and the registrations thereof; and in and to all causes of action (either in law or in equity) and the right to sue, counterclaim, and recover for past, present, or future infringement of the rights assigned to Birds Eye Foods under this Assignment.

AND Linden Oaks hereby requests the official of any jurisdiction identified on the attached Schedule A whose duty it is to issue trademark registrations to issue the Certificate of Registration for any registration resulting from the applications listed on the attached Schedule A to Birds Eye Foods, Inc., its successors and assigns or other legal representatives, in accordance with the terms of this instrument.

AND Linden Oaks hereby agrees to execute any papers and to perform such other proper acts as Birds Eye Foods or its successors or assigns may deem reasonably necessary to secure to Birds Eye Foods, or its successors or assigns, the rights hereby assigned.

IN WITNESS WHEREOF, this instrument has been duly executed by a duly authorized officer of Linden Oaks to be effective on February 28, 2003.

LINDEN OAKS CORPORATION

By: Timothy Benjamin
 Name: Timothy Benjamin
 Title: President

**SCHEDULE A
TO
TRADEMARK ASSIGNMENT**

Mark	Country	App. #	Reg. #	Date
POPS-RITE	Brazil	817578960		10/21/1993
POPS-RITE	Dominican Republic		88,204	4/15/1992
POPS-RITE	Federation of Russia		124593	3/15/1995
POPS-RITE	France		1474607	7/14/1998
POPS-RITE	Hungary		161 619	4/9/1997
POPS-RITE	Nicaragua		38,975 C.C.	10/9/1998
POPS-RITE	Peru		027346	7/11/1996
POPS-RITE	Sweden		241148	10/21/1992
POPS-RITE	United States		571,162	3/3/1953
POPS-RITE	United States		1,809,437	12/7/1993
POPS-RITE	Venezuela	18541/93		10/11/1993
POPS-RITE	United Kingdom		2,043,333	11/1/1995
(Series of Two Marks)				
POPS.RITE	Peru		36825	6/19/1997
HEART OF THE EAR	Nicaragua		38,974 C.C.	10/9/1998
HEART OF THE EAR	United States		1,760,754	3/23/1993