

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
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<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Birds Eye Foods, Inc.		10/06/2004	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Linden Oaks Corporation
<b>Street Address:</b>	103 Foulk Road
<b>Internal Address:</b>	Suite 290
<b>City:</b>	Wilmington
<b>State/Country:</b>	DELAWARE
<b>Postal Code:</b>	19803
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>PROPERTY NUMBERS Total: 1</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Registration Number:	2134541	PITTSBURGH

<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(302)654-8333
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	800-643-8250
<b>Email:</b>	gary@gtassociates.net
<b>Correspondent Name:</b>	Gary Tannenbaum, Esq.
<b>Address Line 1:</b>	1201 N. Orange Street
<b>Address Line 2:</b>	Suite 728
<b>Address Line 4:</b>	Wilmington, DELAWARE 19801

<b>NAME OF SUBMITTER:</b>	Gary Tannenbaum, Esq.
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<b>Total Attachments: 2</b> source=HoPay assignment SCAN_Page_1#page1.tif source=HoPay assignment SCAN_Page_2#page1.tif
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OP \$40.00 2134541

**TRADEMARK ASSIGNMENT**

This assignment is made effective October 6, 2004, by Birds Eye Foods, Inc., a Delaware corporation, having its principal place of business in Rochester, New York, in favor of Linden Oaks Corporation, a Delaware corporation, having its sole place of business in Wilmington, Delaware.

WHEREAS Birds Eye Foods, Inc. owns and has used and is using in the United States the following trademarks (hereinafter referred to in the aggregate as the "Trademarks") which are registered in the United States Patent and Trademark Office to the extent noted below:

Mark	Reg. No.
PFT7SBURGH	2,134,541

AND WHEREAS, Linden Oaks Corporation is desirous of securing said Trademarks and the registrations thereof;

AND WHEREAS, it is desired that the assignment of said Trademarks be made of record to the United States Patent and Trademark Office;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Birds Eye Foods, Inc., does hereby assign and transfer unto said Linden Oaks Corporation, and for Linden Oaks Corporation's 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 for aforesaid considerations Birds Eye Foods, Inc., hereby covenants, agrees and undertakes to execute whenever requested by Linden Oaks Corporation, all applications, assignments, lawful oaths and any other papers that Linden Oaks Corporation may reasonably deem necessary or desirable for securing to Linden Oaks Corporation, or for maintaining for Linden Oaks Corporation, all the Trademarks hereby assigned or agreed to be assigned; all without further consultation to Birds Eye Foods, Inc.

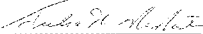
IN WITNESS WHEREOF, Birds Eye Foods, Inc., has caused this Assignment to be executed by a duly authorized officer:

BIRDS EYE FOODS, INC.

By: [Signature]  
Name: Earl Powers  
Title: VP of Sales

STATE OF NEW YORK  
COUNTY OF MONROE

As of this 6th day of October, 2004, before me personally came Earl Powers, to me known, who being duly sworn, did depose and say that he is the Executive Vice President, Chief Financial Officer and Secretary of Birds Eye Foods, Inc., the Delaware corporation described in and which executed the foregoing instrument, and that he signed his name thereto by the authority granted to him by said corporation.

  
Notary Public

JULIA A. INGRASCIO  
Notary Public in the State of New York  
Longview County  
Commission Expires April 30, 2007