

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<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.		09/23/2004	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

**PROPERTY NUMBERS Total: 21**

Property Type	Number	Word Mark
Registration Number:	0924785	BROCCOLETTES
Registration Number:	0551914	C&W
Registration Number:	0957929	C & W
Registration Number:	1275403	C&W CALIFORNIA & WASHINGTON
Registration Number:	1696277	EARLY HARVEST
Registration Number:	2162146	EARLY HARVEST
Registration Number:	2011118	FARMER'S HARVEST
Registration Number:	2741671	LIKE PICKED FROM THE GARDEN
Registration Number:	2554312	THE ULTIMATE SOUTHWEST BLEND
Registration Number:	2330426	THE ULTIMATE STIR FRY
Registration Number:	2647535	ULTIMATE PETITE MIXED VEGETABLES
Registration Number:	2657377	ULTIMATE STIR FRY FEAST
Registration Number:	1849505	VEGETABLE STAND COMBINATIONS
Serial Number:	76502432	CALIFORNIA & WASHINGTON ORGANIC

OP \$540.00 0924785

Serial Number:	76417115	HEARTY SKILLET
Serial Number:	76556666	PASTA TOSS
Serial Number:	76505494	POT STICKER STIR FRY FEAST
Serial Number:	76519271	SALSA CORN
Serial Number:	76534725	THE ULTIMATE ASIAN BLEND
Serial Number:	76534708	THE ULTIMATE TUSCAN BLEND
Serial Number:	76534728	ULTIMATE ITALIAN DINNER FEAST

**CORRESPONDENCE DATA**

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

NAME OF SUBMITTER:	Gary Tannenbaum, Esq.
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Total Attachments: 3  
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**TRADEMARK ASSIGNMENT**

This assignment is made effective September 23, 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 trademarks, service marks or trade names identified on Schedule A to this Trademark Assignment (hereinafter referred to in the aggregate as the "Trademarks") which are registered in the United States Patent and Trademark Office to the extent noted on Schedule A.

AND WHEREAS, Linden Oaks Corporation is desirous of acquiring said Trademarks and the registrations or applications for registrations thereof;

AND WHEREAS, it is desired that the assignment of said Trademarks be made of record in 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 compensation 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: Earl L. Powers  
Name: EARL L. POWERS  
Title: EXEC. V.P.

STATE OF NEW YORK  
COUNTY OF Monroe

As of this 23<sup>rd</sup> day of September, 2004, before me personally came Earl S. Powers, to me known, who being duly sworn, did depose and say that he/she is the Exec. V.P. of Birds Eye Foods, Inc., the Delaware corporation described in and which executed the foregoing instrument, and that he/she signed his/her name thereto by due authority granted to him/her by said corporation.

Susan C. Riker

Notary Public

SUSAN C. RIKER  
NOTARY PUBLIC, State of NY, Monroe Co.  
My Commission Expires 12/29/06

**SCHEDULE A**

**Identification of Trademarks**

U.S. Trademark Registrations

<b>TRADEMARK</b>	<b>REGISTRATION NUMBER</b>	<b>REGISTRATION DATE</b>
<b>BROCCOLETTES</b>	<b>0924785</b>	<b>11-30-1971</b>
<b>C &amp; W</b>	<b>0551914</b>	<b>12-11-1951</b>
<b>C &amp; W</b>	<b>0957929</b>	<b>4-24-1973</b>
<b>C &amp; W and DESIGN</b>	<b>1275403</b>	<b>4-24-1984</b>
<b>EARLY HARVEST</b>	<b>1696277</b>	<b>6-23-1992</b>
<b>EARLY HARVEST</b>	<b>2162146</b>	<b>6-2-1998</b>
<b>FARMER'S HARVEST</b>	<b>2011118</b>	<b>10-22-1996</b>
<b>LIKE PICKED FROM THE GARDEN</b>	<b>2741671</b>	<b>7-29-2003</b>
<b>THE ULTIMATE SOUTHWEST BLEND</b>	<b>2554312</b>	<b>3-26-2002</b>
<b>THE ULTIMATE STIR FRY</b>	<b>2330426</b>	<b>3-14-2000</b>
<b>ULTIMATE PETITE MIXED VEGETABLES</b>	<b>2647535</b>	<b>11-5-2002</b>
<b>ULTIMATE STIR FRY FEAST</b>	<b>2657377</b>	<b>12-3-2002</b>
<b>VEGETABLE STAND COMBINATIONS</b>	<b>1849505</b>	<b>8-9-1994</b>

U.S. Trademark Applications

<b>TRADEMARK</b>	<b>SERIAL NUMBER</b>	<b>FILING DATE</b>
<b>CALIFORNIA &amp; WASHINGTON ORGANIC &amp; DESIGN</b>	<b>76/502432</b>	<b>3-31-2003</b>
<b>HEARTY SKILLET</b>	<b>76/417115</b>	<b>6-30-2002</b>
<b>PASTA TOSS</b>	<b>76/556666</b>	<b>10-17-2003</b>
<b>POT STICKER STIR FRY FEAST</b>	<b>76/505494</b>	<b>4-10-2003</b>
<b>SALSA CORN</b>	<b>76/519271</b>	<b>5-21-2003</b>
<b>THE ULTIMATE ASIAN BLEND</b>	<b>76/534725</b>	<b>7-23-2003</b>
<b>THE ULTIMATE TUSCAN BLEND</b>	<b>76/534708</b>	<b>7-23-2003</b>
<b>ULTIMATE ITALIAN DINNER FEAST</b>	<b>76/534728</b>	<b>7-23-2003</b>