

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	12/31/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Armour Brands, Inc.		12/28/2004	CORPORATION: ARIZONA

**RECEIVING PARTY DATA**

Name:	Henkel KGaA
Street Address:	Henkelstrab 67
City:	Dusseldorf
State/Country:	GERMANY
Postal Code:	D-40191
Entity Type:	LIMITED PARTNERSHIP: GERMANY

**PROPERTY NUMBERS Total: 18**

Property Type	Number	Word Mark
Registration Number:	583458	APPIAN WAY
Registration Number:	2424777	BEEFRAGIOUS BEEF RAVIOLI
Registration Number:	2426408	BEEFTASTIC LASAGNA
Registration Number:	2452053	CHEEZE CHOMPIN' MACARONI N' CHEESE
Registration Number:	876663	COUNTRY SUPPER
Registration Number:	2586221	
Registration Number:	1646508	HARTFORD HOUSE
Registration Number:	914149	HARTFORD HOUSE
Registration Number:	1348341	LUNCH BUCKET
Registration Number:	1424133	LUNCH BUCKET
Serial Number:	78497846	LUNCH 'N GO
Registration Number:	2433054	MIGHTY MUNCHIN' MACARONI N' BEEF
Registration Number:	2507572	THE OFFICIAL CANNED FOOD OF THE NEW MILLENNIUM

CH \$465.00 583458

Registration Number:	2068794	SEASONED TO PERFECTION
Registration Number:	2714827	SLURPLICIOUS SPAGHETTI N' FRANKS
Registration Number:	1513776	SUNRISE
Registration Number:	2035255	THE MEATY ONE!
Registration Number:	804802	TREET

**CORRESPONDENCE DATA**

Fax Number: (602)382-6070

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 602-382-6337

Email: dboyd@swlaw.com

Correspondent Name: Damon L. Boyd, SNELL & WILMER L.L.P.

Address Line 1: 400 East Van Buren

Address Line 2: One Arizona Center

Address Line 4: Phoenix, ARIZONA 85260-1619

**ATTORNEY DOCKET NUMBER:**

49930.0036

**DOMESTIC REPRESENTATIVE**

Name: Christel Emerson, Henkel Corporation

Address Line 1: 2200 Renaissance Boulevard, Suite 200

Address Line 4: Gulph Mills, PENNSYLVANIA 19406

**NAME OF SUBMITTER:**

Damon L. Boyd

**Signature:**

/Damon L. Boyd/

**Date:**

02/23/2006

**Total Attachments: 6**

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**ASSIGNMENT AND CONVEYANCE AGREEMENT**

**WHEREAS**, Armour Brands, Inc., an Arizona corporation having offices at 15501 North Dial Boulevard, Scottsdale, Arizona 85260-1619 ("Assignor"), is owner of the entire right, title and interest in and to the trade names, trademarks, trademark applications and trademark registrations set forth on Exhibit A attached hereto (collectively the "U.S. Trademarks"), and desires to transfer and assign to Henkel KGaA, a Kommanditgesellschaft auf Aktien (a partnership limited by shares) organized under the laws of the Federal Republic of Germany, having offices at Henkelstrab 67, D-40191, Düsseldorf, Germany ("Assignee"), all of its rights, title and interest in and to the U.S. Trademarks set forth on Exhibit A, together with the goodwill associated therewith; and

**WHEREAS**, Assignee desires to acquire the U.S. Trademarks from Assignor; and

**WHEREAS**, Assignor and Assignee agree that Assignee will not assume any liabilities in the transfer of the rights, title and interest in and to the U.S. Trademarks, other than those, if any, arising under the Trade Name and Trademark License Agreement ("License Agreement") effective as of December 31, 2004, between Assignee (as Licensor) and The Dial Corporation (as Licensee), which License Agreement is being entered into by Assignee and The Dial Corporation contemporaneously with this Assignment and Conveyance Agreement.

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby transfer and assign to said Assignee, effective nunc pro tunc as of December 31, 2004 ("Effective Date"), all its rights, title and interest in, to and under said U.S. Trademarks, including the goodwill of the business symbolized by the U.S. Trademarks and any and all applications and registrations for said Trademarks.

**ASSIGNEE HEREBY APPOINTS** Christel Emerson, whose address is Henkel Corporation, 2200 Renaissance Boulevard, Suite 200, Gulph Mills, PA 19406, as its representative upon whom notices or process in proceedings affecting the U.S. Trademarks, or the present assignment thereof, may be served.

**IN WITNESS WHEREOF**, the parties hereto have executed this Assignment and Conveyance Agreement this 28th day of December, 2004 with Effective Date as set forth above.

ARMOUR BRANDS, INC.,

HENKEL KGaA

By: *A. Jemel*  
Its: PRESIDENT

By: *M. J. Jemel* *ppca. M. Jemel*  
Its: Senior Corporate Counsel *Corporate Counsel*

# EXHIBIT A

## ASSIGNMENT

### PART I - REGISTRATIONS

<i>Trademark</i>	<i>Reg No</i>	<i>Goods</i>
TREET	804802	DEVILED LUNCHEON MEAT SPREAD & LUNCHEON MEAT.
COUNTRY SUPPER	876663	CANNED MEAT DISHES (PREPARED)
APPIAN WAY	583458	COMBINATION PACKAGE CONSISTING OF YEAST, FLOUR MIXTURE, AND PIZZA SAUCE, USED TO MAKE PIZZA PIES AND OTHER PIZZA PRODUCTS
HARTFORD HOUSE	914149	CANNED MEAT PRODUCTS SPECIFICALLY CORNED BEEF HASH
OFFICIAL CANNED FOOD FOR THE NEW MILLENNIUM ("CANNED FOOD" DISCLAIMED)	2507572	CANNED MEATS
LUNCH BUCKET	1348341	CHILI.
LUNCH BUCKET	1424133	CANNED PREPARED MEAT-BASED DISHES IN CL 29. CANNED PREPARED PASTA-BASED DISHES IN CL 30.
SUNRISE (use limitation)	1513776	TABLE SYRUP
HARTFORD HOUSE	1646508	CORNSTARCH
CRAZY BIG HEAD AND DESIGN	2586221	SHELF STABLE, MICROWAVEABLE FOODS, NAMELY MEAT BASED PREPARED ENTREES WITH PASTA IN INTL CL 29; SHELF STABLE, MICROWAVEABLE FOODS, NAMELY, PASTA BASED PREPARED ENTREES WITH MEAT, IN INTL CL 30
THE MEATY ONE!	2035255	CHILI
SEASONED TO PERFECTION	2068794	PROCESSED MEATS
CHEEZE CHOMPIN' MACARONI N' CHEESE (Disclaimer Macaroni n' Cheeze)	2452053	SHELF STABLE, MICROWAVEABLE FOODS, NAMELY PASTA BASED ENTREES
SLURPLICIOUS SPAGHETTI N' FRANKS	2714827	SHELF STABLE, MICROWAVEABLE FOODS, NAMELY PASTA AND MEAT BASED ENTREES
MIGHTY MUNCHIN' MACRONI N' BEEF ("MACARONI N' BEEF" DISCLAIMED)	2433054	SHELF STABLE, MICROWAVEABLE FOODS, NAMELY PASTA BASED PREPARED ENTREES WITH MEAT
BEEFRAGIOUS BEEF RAVIOLI (DISCLAIMED: BEEF RAVIOLI)	2.424,777	SHELF STABLE, MICROWAVEABLE FOODS, NAMELY MEAT BASED PREPARED ENTREES WITH PASTA
BEEFTASTIC LASAGNA	2426408	SHELF STABLE, MICROWAVEABLE FOODS, NAMELY MEAT BASED PREPARED ENTREES WITH PASTAS

TRADEMARK

REEL: 003252 FRAME: 0573

# EXHIBIT A PART II- APPLICATIONS

## ASSIGNMENT

<i>Trademark</i>	<i>Application Serial No.</i>	<i>Goods</i>
DESSERT BUCKET	78/075579	DESSERT
STEAKHOUSE TENDERS	78/167720	SHELF-STABLE MEAT SNACKS
LUNCH 'N GO	78/497846	SHELF-STABLE, MICROWAVABLE FOOD, NAMELY, MEAT BASED ENTREES.

Certificate

(Art. 21 Federal Notary Act ("Bundesnotarordnung"))  
URNr. H 3902/2004

I, the undersigned Rolf Kämpfer, deputy notary, as officially appointed representative of Dr. Armin Hauschild, a German Notary duly admitted and sworn in with official residence at Düsseldorf, Germany, herewith authenticate the signature

- given before me by  
Mr. Joachim Renner,  
born on November 18, 1969,  
with business address D-40191 Düsseldorf, Henkelstraße 67,  
personally known to me,
- given before me by  
Andreas Graf von Bernstorff,  
born on March 9, 1953,  
with business address D-40191 Düsseldorf, Henkelstraße 67, Germany,  
personally known to me.

I certify and confirm that:

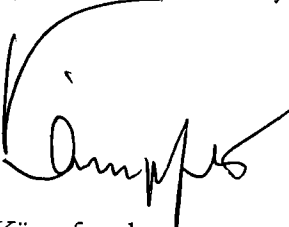
Henkel Kommanditgesellschaft auf Aktien  
(the "KGaA") is a "Kommanditgesellschaft auf Aktien" (partnership  
limited by shares) with registered office at Düsseldorf,  
entered in the Commercial Register at Düsseldorf under No. HRB 4724.

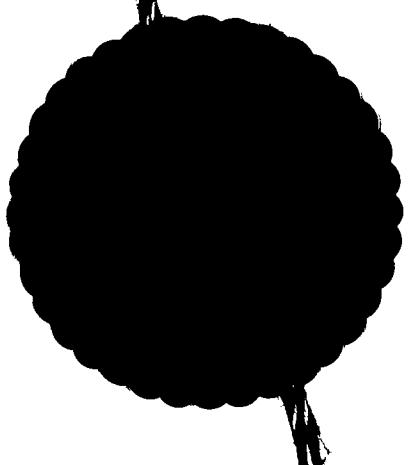
- Mr. Joachim Renner as „Prokurist“ (i.e. holder of procuration) of the KGaA and Andreas Graf von Bernstorff as „Prokurist“ (i.e. holder of procuration) of the KGaA are duly authorized to represent and act legally with joint authority for and on behalf of the KGaA.

I certify this upon today's inspection of the Commercial Register at the Local Court at Düsseldorf No. HRB 4724.

In testimony whereof I have hereunto set my hand and affixed my seal of office.

Düsseldorf, December 28, 2004

  
Kämpfer, deputy notary



**APOSTILLE**

(Convention de La Haye du 5 octobre 1961)

1. Land: Bundesrepublik Deutschland

Diese öffentliche Urkunde

2. ist unterschrieben von Notar a. D. Kämpfer

3. in seiner Eigenschaft als amtlich bestellter Vertreter  
des Notars Dr. Hauschild in Düsseldorf

4. sie ist versehen mit dem ~~Stempel~~/Siegel des Notars

**Bestätigt**

5. in Düsseldorf

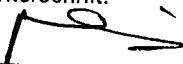
6. am: 29. Dez. 2004

7. durch den Präsidenten des Landgerichts

8. unter Nr. 9101 Ea - 4550/2004

9. Stempel:

10. Unterschrift:

  
\_\_\_\_\_  
(Dr. Blaesing)



TRADEMARK

REEL: 003252 FRAME: 0576

**Corporate Acknowledgment - Assignor**

State of Arizona     )  
                                  ) SS  
County of Maricopa   )

On this 8TH day of December, 2005, before me, a Notary Public in and for the County and State aforesaid, appeared James R. Terrel, to me personally known to be the President of Armour Brands, Inc., who subscribed to the foregoing Assignment and Conveyance Agreement and acknowledged that execution of said document was a free and voluntary act on behalf of and with full authority of Armour Brands, Inc.

WITNESS my hand and seal the day and year last above given.

Dianne Stoehr

Notary Public

My Commission Expires: 4-29-2008



**Corporate Acknowledgment - Assignee**