

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Golden Poultry Company, Inc.		09/08/1997	CORPORATION: GEORGIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Gold Kist Inc.		
<b>Street Address:</b>	244 Perimeter Center Parkway, N.E.		
<b>City:</b>	Atlanta		
<b>State/Country:</b>	GEORGIA		
<b>Postal Code:</b>	30346-2397		
<b>Entity Type:</b>	CORPORATION: GEORGIA		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1044321		
<b>Registration Number:</b>	1042423	MCEVER'S	
<b>Registration Number:</b>	1045520	MCEVER'S	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(404)881-7777		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	404-881-7000		
<b>Email:</b>	byates@alston.com		
<b>Correspondent Name:</b>	Ginabeth B. Hutchison, Esq.		
<b>Address Line 1:</b>	1201 W. Peachtree Street		
<b>Address Line 2:</b>	c/o Alston & Bird LLP		
<b>Address Line 4:</b>	Atlanta, GEORGIA 30309-3424		
<b>ATTORNEY DOCKET NUMBER:</b>	000005/301168		
<b>NAME OF SUBMITTER:</b>	Ginabeth B. Hutchison		

OP \$90.00 1044321

Signature:

/Ginabeth B. Hutchison/

Date:

04/24/2006

Total Attachments: 1

source=Assignment of Assets from Golden Poultry Company to Gold Kist Inc #page1.tif

**BILL OF SALE, ASSIGNMENT OF INTANGIBLE ASSETS  
AND  
ASSUMPTION OF LIABILITIES**

FOR VALUE RECEIVED, the receipt, sufficiency and adequacy of which hereby are acknowledged, and as contemplated by that certain Plan of Dissolution of GOLDEN POULTRY COMPANY, INC. ("Golden Poultry"), Golden Poultry hereby transfers, assigns, bargains, conveys, delivers, abandons and sets over unto GOLD KIST INC. ("Gold Kist"), its successors and assigns, all of Golden Poultry's right, title and interest in and to the "Acquired Assets," as such term is defined below, and Gold Kist, its successors and assigns, hereby assumes the "Assumed Liabilities," as such term is defined below.

Golden Poultry, its successors, successors-in-title, and assigns, fully represent, warrant and agree that Golden Poultry is the true, lawful and sole owner of the Acquired Assets; that Golden Poultry has the full, complete and lawful right, power and authority to execute this Bill of Sale, Assignment of Intangible Assets and Assumption of Liabilities; and that the rights, title and interests in the Acquired Assets constitute good and marketable title to the Acquired Assets.

Gold Kist, its successors, successors-in-title, and assigns, hereby assume the Assumed Liabilities and hereafter shall pay, perform and discharge in full, in accordance with their terms where applicable, the Assumed Liabilities. Nothing contained in this Bill of Sale, Assignment of Intangible Assets and Assumption of Liabilities shall require Gold Kist to pay, perform or discharge any of the Assumed Liabilities so long as Gold Kist shall in good faith contest or cause to be contested the amount or validity thereof or shall in good faith assert any defense or offset thereto.

"Acquired Assets" shall mean all of Golden Poultry's right, title and interest in and to properties, assets and rights of any kind, whether tangible or intangible, real or personal and wherever situated, owned by Golden Poultry or in which Golden Poultry has any interest.

"Assumed Liabilities" shall mean shall mean all of Golden Poultry's known debts, liabilities and obligations, of any nature whatsoever.


The undersigned have caused this Bill of Sale, Assignment of Intangible Assets and Assumption of Liabilities to be executed by a duly authorized officer as of the 8th day of September, 1997.

GOLDEN POULTRY COMPANY, INC.

By: 

NAME: Kenneth N. Whitmire  
TITLE: Chief Executive Officer

GOLD KIST INC.

By: 

NAME: John Bekkers  
TITLE: President

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