

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Articles of Organization including Articles of Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Carolina Turkeys		09/27/2006	PARTNERSHIP: NORTH CAROLINA

RECEIVING PARTY DATA

Name:	Butterball, LLC
Street Address:	1628 Garners Chapel Road
City:	Mt. Olive
State/Country:	NORTH CAROLINA
Postal Code:	28365
Entity Type:	LIMITED LIABILITY COMPANY: NORTH CAROLINA

PROPERTY NUMBERS Total: 31

Property Type	Number	Word Mark
Registration Number:	3132931	BRAISED AUTUMN GOLD TURKEY BREAST
Registration Number:	3132930	SAVORY BEECHWOOD SMOKED TURKEY BREAST
Registration Number:	3132653	HARVEST MOON SLOW ROASTED TURKEY BREAST
Registration Number:	3126765	SECRET INGREDIENT: NATURE
Registration Number:	3128266	SUMMER HERB AND GARLIC TURKEY BREAST
Registration Number:	3128265	ORANGE BLOSSOM HONEY TURKEY BREAST
Registration Number:	3125206	STONE GROUND PEPPERCORN TURKEY BREAST
Registration Number:	2861112	IT'S HOW WE DO IT THAT DOES IT
Registration Number:	2861103	FRESH TASTE IS OUR PROMISE
Registration Number:	2686487	HOLIDAY TASTE ANYTIME
Registration Number:	2784879	JUST PERFECT TONIGHT
Registration Number:	2744073	NOTHING COULD BE FINER
Registration Number:	2738359	CAROLINA TURKEY GRAND TRADITIONS

OP \$790.00 3132931

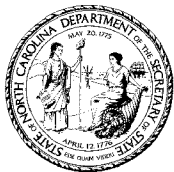
Registration Number:	2544787	E-Z MENU IDEA
Registration Number:	2590076	HOMESTYLE DELUXE
Registration Number:	2661930	CAROLINA TURKEY BROADWAY FAMOUS
Registration Number:	2610640	CAROLINA FRESH
Registration Number:	2069215	FREE ACCESS TO WHOLESOME FEED FREE RANGE TURKEY FREE RANGE FARM RAISED NO ADDITIVES
Registration Number:	1943224	CARROLL'S FARM
Registration Number:	2011792	JUST PERFECT
Registration Number:	1879944	CARROLL'S FARM
Registration Number:	1883723	CAROLINA TURKEY NATURALLY BETTER VALUE
Registration Number:	1706993	CAROLINA TURKEY
Registration Number:	1474349	GOLDEN DELIGHT
Registration Number:	1501484	CAROLINA TURKEY
Serial Number:	78755768	APPALACHIAN APPLEWOOD SMOKED HAM
Serial Number:	78755757	BAKED ORANGE BLOSSOM HONEY HAM
Serial Number:	78717373	SUN-DRIED TOMATO & SWEET BASIL TURKEY BREAST
Serial Number:	78869871	
Serial Number:	76047288	TURKEY TERRIFIC
Serial Number:	76629452	CAREFULLY GROWN & PREPARED

CORRESPONDENCE DATA

Fax Number: (336)607-7500
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 336-607-7300
Email: wstrademarks@kilpatrickstockton.com
Correspondent Name: William M. Bryner, Esq.
Address Line 1: 1001 West Fourth Street
Address Line 4: Winston-Salem, NORTH CAROLINA 27101

ATTORNEY DOCKET NUMBER:	56992-333472
NAME OF SUBMITTER:	William M. Bryner
Signature:	/William M. Bryner/
Date:	10/20/2006

Total Attachments: 3
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NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

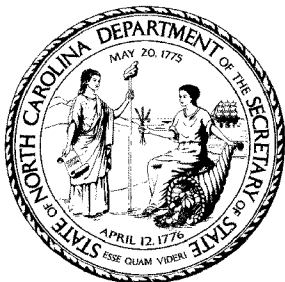
I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF ORGANIZATION

OF

BUTTERBALL, LLC

the original of which was filed in this office on the 27th day of September, 2006.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 19th day of October, 2006.

Elaine F. Marshall

Secretary of State

09/27/2006 10:40 9197787430

GOLDSBORO MILLING

State of North Carolina
Department of the Secretary of State

ARTICLES OF ORGANIZATION
INCLUDING ARTICLES OF CONVERSION

Pursuant to §§ 57C-5-21, 57C-9A-01 and 57C-9A-03 of the General Statutes of North Carolina, the undersigned converting business entity does hereby submit these Articles of Organization Including Articles of Conversion for the purpose of forming a limited liability company.

1. The name of the limited liability company is: Butterball, LLC.
The limited liability company is being formed pursuant to a conversion of another business entity.
2. The name of the converting business entity is Carolina Turkeys
and the organization and internal affairs of the converting business entity are governed by the laws of the state or country of North Carolina.
A plan of conversion has been approved by the converting business entity as required by law.
3. The converting business entity is a (check one): domestic corporation; foreign corporation; foreign limited liability company; domestic limited partnership; foreign limited partnership; domestic registered limited liability partnership; foreign limited liability partnership; or other partnership as defined in G.S. 59-36, whether or not formed under the laws of North Carolina.
4. If the limited liability company is to dissolve by a specific date, the latest date on which the limited liability company is to dissolve: (*If no date for dissolution is specified, there shall be no limit on the duration of the limited liability company.*) _____
5. The name and address of each person executing these articles of organization is as follows: (*State whether each person is executing these articles of organization in the capacity of a member, organizer or both.*)

Maxwell Farms, Inc., Member
938 Millers Chapel Road
Goldsboro, North Carolina 27534
6. The street address and county of the initial registered office of the limited liability company is:

Number and Street 1628 Garners Chapel Road

City, State, Zip Code Mount Olive, NC 28365 County Wayne
7. The mailing address, *if different from the street address*, of the initial registered office is:
Same
8. The name of the initial registered agent is: Edward Kacsuta

9. Principal office information: (Select either a or b.)

a. The limited liability company has a principal office.

- The street address and county of the principal office of the limited liability company is:

Number and Street 1628 Garners Chapel Road

City, State, Zip Code Mount Olive, NC 28365 County Wayne

- The mailing address, *if different from the street address*, of the principal office of the limited liability company is: Same

b. The limited liability company does not have a principal office.

10. Check one of the following:

(i) **Member-managed LLC**: all members by virtue of their status as members shall be managers of this limited liability company.

(ii) **Manager-managed LLC**: except as provided by N.C.G.S. Section 57C-3-20(a), the members of this limited liability company shall not be managers by virtue of their status as members.

11. Any other provisions which the limited liability company elects to include are attached.

12. These articles will be effective upon filing, unless a date and/or time is specified:

This is the 27th day of September, 2006.

MAXWELL FARMS, INC.

Gene Walter Pelletier, III
Signature

Gene Walter Pelletier, III - President
Type or Print Name and Title

MEMBER

NOTES:

1. Filing fee is \$125. This document must be filed with the Secretary of State.