

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

Our Ref.: FPP-3069-1

Mail Stop Assignment Recordation Services

VIA FAX ONLY: 571-273-0140

Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313-1450

To the Commissioner for Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Birds Eye Foods, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State: Delaware <input type="checkbox"/> Other: _____</p>	<p>2. Name and address of receiving party(ies): Name: Allens, Inc. Internal Address: _____ Street Address: 305 East Main Street, P.O. Box 250 City: Siloam Springs State/Country: Arkansas Zip: 72761</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Arkansas <input type="checkbox"/> Other _____</p>
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3. Nature of conveyance:

Assignment Merger
 Security Assignment Change of Name
 Other: _____

Execution Date: December 21, 2006

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Designations must be a separate document from Assignment
Additional name/s & address/es attached Yes No

4. Application number(s) or registration number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

<p>A. Trademark Application No.(s)</p> <p>(1) _____ (2) _____ (3) _____</p>	<p>B. Trademark Registration No.(s)</p> <p>(1) 560051 (2) 3103231 (3) 1468571</p>
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Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Frank P. Presta
Internal Address: _____
Street Address: Nixon & Vanderhye P.C.
901 North Glebe Road
11th Floor
City: Arlington State: VA Zip: 22203

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41)(8521; \$40) (8522; \$25)\$ 90.00
 Enclosed
 Authorized to be charged to deposit account #14-1140

8. The Commissioner is hereby authorized to charge any deficiency, or credit any overpayment, in the fee(s) filed, or asserted to be filed, or which should have been filed herewith (or with any paper thereafter filed in this application by this firm) to our Account No. 14-1140.

DO NOT USE THIS SPACE

9. Statements and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Frank P. Presta *Frank P. Presta* November 7, 2007
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: _____

FPP:cgp

CH \$90.00 141140 0560051

TRADEMARK ASSIGNMENT

WHEREAS, Birds Eye Foods, Inc., a Delaware corporation ("ASSIGNOR"), is the owner of the right, title and interest in and to the trademarks listed on attached Schedule A (hereinafter the "Trademarks") together with any registrations, applications and the goodwill of the business associated therewith; and

WHEREAS, Allens, Inc. (f/k/a Allen Canning Company), an Arkansas corporation ("ASSIGNEE"), desires to acquire ASSIGNOR's entire right, title and interest in and to the Trademarks worldwide, together with the goodwill of the business associated therewith; and

WHEREAS, it is desired that the assignment of said Trademarks be made of record in the United States Patent and Trademark Office and/or Canadian Intellectual Property Office;

NOW THEREFORE, TO ALL WHOM IT MAY CONCERN: Be it known that in consideration of the payment of the ASSIGNEE to ASSIGNOR of Twenty Thousand and 00/100 Dollars (\$20,000.00) and other good and valuable consideration, receipt of which is hereby acknowledged, ASSIGNOR does hereby sell, assign and transfer to ASSIGNEE all right, title and interest to the Trademarks, together with the goodwill of the business associated therewith, and the registrations thereof.

ASSIGNOR hereby covenants that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this assignment and sale. ASSIGNOR agrees to execute and deliver at the request of ASSIGNEE, all papers, instruments, and assignments, and to perform any other reasonable acts the ASSIGNEE may require in order to vest all ASSIGNOR's rights, title, and interest in and to the Trademarks to the ASSIGNEE.

IN WITNESS WHEREOF, the undersigned has executed this instrument as of 12:00 noon (CST) on the 21 day of December, 2006.

BIRDS EYE FOODS, INC., ASSIGNOR

By: Elizabeth Robinson Burt
Name: Elizabeth Robinson Burt
Title: General Counsel and Assistant Secretary

TRADEMARK

REEL: 003657 FRAME: 0048

Intellectual Property

1. Chill Ripe

<u>TRADEMARK</u>	<u>COUNTRY</u>	<u>FILING/ REGISTRATION DATE</u>	<u>REGISTRATION NUMBER</u>
CHILL-RIPE	CANADA	5/17/2005	1,258,882

29 – processed fruits; processed vegetables; mozzarella sticks; veggie fries; french toast sticks; pasta and frozen vegetables; hush puppies; vegetables, fruits

UNITED STATES	6/17/1952	560,051
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29 – frozen seedless purees of fruits and berries, whole fruits and berries, and sliced, diced, and halved fruit

UNITED STATES	6/13/2006	3,103,231
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29 – processed fruits; processed vegetables; mozzarella sticks; veggie fries; french toast sticks; pasta and frozen vegetables; hush puppies

30 – french toast sticks, pasta, and hush puppies

GARDEN CLASSICS	UNITED STATES	12/8/1987	1,468,571
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31 – frozen vegetables