

**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

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Pierre Foods, Inc.		12/12/2008	CORPORATION: NORTH CAROLINA

**RECEIVING PARTY DATA**

<b>Name:</b>	PF HOLDINGS, INC.
<b>Street Address:</b>	9990 Princeton Road
<b>City:</b>	Cincinnati
<b>State/Country:</b>	OHIO
<b>Postal Code:</b>	45246
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 65**

Property Type	Number	Word Mark
Serial Number:	78484125	ABSOLUTE ANGUS
Serial Number:	78484117	ABSOLUTE ANGUS
Serial Number:	77479104	BIG A
Serial Number:	77479079	BIG AZ
Registration Number:	2614772	BIG AZ
Registration Number:	2005805	BREAKFAST ON THE GO!
Registration Number:	2849785	BUBBA TWINS
Registration Number:	3455277	BUFFALOADED
Registration Number:	2426560	CAFETERIA ADVENTURES
Serial Number:	78600213	
Serial Number:	78600229	
Registration Number:	2544625	CHIX-B-Q
Registration Number:	2510217	CHIX-B-Q
Registration Number:	2529860	CHOP HOUSE

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Registration Number:	2561735	CHOP HOUSE
Serial Number:	77593332	CLASSIC KETTLE CREATIONS
Serial Number:	77593370	CLASSIC KETTLE KREATIONS
Registration Number:	1331238	COMMODITY MAGIC
Registration Number:	2614524	DELI BREAK
Registration Number:	3067446	DELITE BITES
Registration Number:	1912699	DINE 'N WITH
Serial Number:	77479116	EL PUESTO DE PEDRO
Registration Number:	2052455	FAST CHOICE
Registration Number:	2261726	FASTBITES
Registration Number:	1554935	FRENCH TOAST BOAT
Registration Number:	1626155	FRENCH TOAST BOAT
Registration Number:	2112383	GLOBAL GRILL
Registration Number:	1121101	GOLDDIGGER
Registration Number:	2273614	H.E.L.P.S. HEALTHCARE ENTREE LOW PREP SELECTIONS
Registration Number:	2345081	HAM N GO
Registration Number:	2485773	HEARTHSIDE SELECT
Serial Number:	77479096	HOT DIGGITY SUBS
Serial Number:	77593410	KETTLE CREATIONS
Serial Number:	77593379	KETTLE KREATIONS
Registration Number:	1677773	LEAN MAGIC
Registration Number:	1517327	LIKE MOM'S
Registration Number:	1917400	LINK-N-DOG
Registration Number:	2525981	MAIN STREET DINER
Registration Number:	3320050	MERCATO GRILLE
Registration Number:	3353485	MERCATO GRILLE
Registration Number:	1505035	MICRO-WICHES
Registration Number:	3160338	OUTRAGEOUS ANGUS
Registration Number:	2784407	PIERRE CREATIONS
Serial Number:	77278963	PIERRE GRILLERS
Registration Number:	2016292	PIERRE MAIN STREET DINER
Registration Number:	2437502	PIERRE SELECT
Registration Number:	3363145	PIERRE SIGNATURES
Registration Number:	1642199	PIZZA PARLOR SANDWICH
Registration Number:	2330338	PROUD TO SERVE

Registration Number:	2327379	PROUD TO SERVE
Registration Number:	2327377	PROUD TO SERVE AMERICA'S HEROS
Serial Number:	77125215	RESPONSE FOOD LABS
Registration Number:	2319248	RIB NIBBLERS
Registration Number:	1598832	RIB-B-Q
Registration Number:	1257730	RIB-B-Q
Registration Number:	2132710	RIB-B-Q
Registration Number:	1276424	RIB.B.Q
Registration Number:	1928706	SAUS-A-RAGE
Registration Number:	2322506	SELECT RECIPE
Registration Number:	2302272	SHOESTRINGS
Registration Number:	2954775	SMOKIE GRILL
Registration Number:	1599764	TWO-FERS
Registration Number:	1505013	TWO-FERS
Registration Number:	1781595	WONDERBITES
Registration Number:	3392829	YUKON GRILL

**CORRESPONDENCE DATA**

Fax Number: (937)443-6635  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 937-443-6600  
Email: trademarks@thompsonhine.com  
Correspondent Name: Theodore D. Lienesch  
Address Line 1: P.O. Box 8801  
Address Line 4: Dayton, OHIO 45401-8801

ATTORNEY DOCKET NUMBER:	026721-2058 / AMI
NAME OF SUBMITTER:	Theodore D. Lienesch
Signature:	/Theodore D. Lienesch/
Date:	12/18/2008

Total Attachments: 3  
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**MEMORANDUM OF  
TRADEMARK ASSIGNMENT  
(United States and Canada)**

WHEREAS, Pierre Foods, Inc., a North Carolina corporation, having a place of business at 9990 Princeton Road, Cincinnati, Ohio, 45246 (hereinafter "Assignor"), is the owner of the trademarks and the applications/registrations therefor listed on the attached Schedule A (collectively, "Assignor Trademarks");

WHEREAS, PF Holdings, Inc., a Delaware corporation, having a place of business at 9990 Princeton Road, Cincinnati, Ohio, 45246 (hereinafter "Assignee"), desires to acquire all of the assets and the ongoing business of Assignor ("Assignor Assets"), including the entire right, title and interest in and to said Assignor Trademarks, all of which pertain to said Assignor Assets;

WHEREAS, on July 15, 2008, Assignor filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court");

WHEREAS, on September 29, 2008, Assignor filed the Joint Plan of Reorganization for Pierre Foods, Inc. and Its Affiliates Under Chapter 11 of the Bankruptcy Code (as amended, supplemented or modified from time to time, the "Plan") with the Bankruptcy Court;

WHEREAS, on December 10, 2008, the Bankruptcy Court entered an order (the "Confirmation Order") approving the Plan;

WHEREAS, pursuant to the Confirmation Order, following the transfer of the Purchase Consideration (as defined in the Plan), Assignor sells to Assignee all of the Assignor Assets, including the ongoing business of Assignor pertaining to said Assignor Trademarks; and

WHEREAS, Assignor and Assignee desire to memorialize the transfer of the Assignor Trademarks in a form suitable for recording in the United States Patent and Trademark Office.

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, Assignor hereby assigns to Assignee all right, title and interest in and to said Assignor Trademarks, together with the goodwill of the business symbolized by said Assignor Trademarks, along with the right to recover for damages and profits for past infringements thereof.

IN WITNESS WHEREOF, Assignor and Assignee have executed this Agreement below.

PIERRE FOODS, INC. ("Assignor")

PF Holdings, Inc. ("Assignee")

By: Cynthia S. Hughes  
Name: Cynthia S. Hughes  
Title: Chief Financial Officer  
Date: December 12, 2008

By: Cynthia S. Hughes  
Name: Cynthia S. Hughes  
Title: Chief Financial Officer  
Date: December 12, 2008

## Schedule A - Trademarks and Trademark Applications

REFERENCE #	MARK	FILED	APP #	REG DT	REG #	STATUS	CLASSES
<b>CANADA</b>							
026721-2061CA2	RIB-B-Q	11/17/1982	0494965	07/19/1985	TMA305055	REGISTERED	N/A
026721-2061CA3	RIB-B-Q & Design	11/17/1982	0494966	07/19/1985	TMA305056	REGISTERED	N/A
<b>UNITED STATES</b>							
026721-2061US66	ABSOLUTE ANGUS	09/15/2004	78/484,125			ALLOWED	30
026721-2061US80	ABSOLUTE ANGUS	09/15/2004	78/484,117			ALLOWED	29
026721-2061US128	BIG A	05/20/2008	77/479,104			PENDING	030
026721-2061US125	BIG AZ	05/20/2008	77/479,079			PENDING	30
026721-2061US104	BIG AZ	05/08/2001	76/254,000	09/03/2002	2,614,772	REGISTERED	030
026721-2061US122	BREAKFAST ON THE GO & Design	06/30/1995	74/695,460	10/08/1996	2,005,805	REGISTERED	30
026721-2061US102	BUBBA TWINS	04/02/2003	78/233,281	06/01/2004	2,849,785	REGISTERED	30
026721-2061US67	BUFFALOADED	05/16/2005	78/630,890	06/24/2008	3,455,277	REGISTERED	29
026721-2061US101	CAFETERIA ADVENTURES	10/06/1999	75/816,574	02/06/2001	2,426,560	REGISTERED	42
026721-2061US1	CHEF LOGO - BLACK DESIGN	04/01/2005	78/600,213			ALLOWED	029, 030
026721-2061US2	CHEF LOGO - RED DESIGN	04/01/2005	78/600,229			PENDING	29, 30
026721-2061US69	CHIX-B-Q	02/15/2001	76/210,949	03/05/2002	2,544,625	REGISTERED	029
026721-2061US70	CHIX-B-Q	02/15/2001	76/210,948	11/20/2001	2,510,217	REGISTERED	030
026721-2061US100	CHOP HOUSE	06/15/2001	76/272,195	01/15/2002	2,529,860	REGISTERED	29
026721-2061US99	CHOP HOUSE	06/15/2001	76/272,440	04/16/2002	2,561,735	REGISTERED	30
026721-2061US130	CLASSIC KETTLE CREATIONS	10/15/2008	77/593,332			PENDING	29, 30
026721-2061US131	CLASSIC KETTLE KREATIONS	10/15/2008	77/593,370			PENDING	29, 30
026721-2061US98	COMMODITY MAGIC	08/29/1984	73/496,943	04/16/1985	1,331,238	REGISTERED	35
026721-2061US105	DELI BREAK	02/15/2001	76/211,365	09/03/2002	2,614,524	REGISTERED	030
026721-2061US97	DELITE BITES	02/23/2004	78/372,280	03/14/2006	3,067,446	REGISTERED	29
026721-2061US106	DINE 'N WITH	03/31/1994	74/507,554	08/15/1995	1,912,699	REGISTERED	30
026721-2061US129	EL PUESTO DE PEDRO	05/20/2008	77/479,116			PENDING	030
026721-2061US73US	FAST CHOICE	03/21/1996	75/076,168	04/15/1997	2,052,455	REGISTERED	30
026721-2061US126	FASTBITES	07/06/1998	75/513,223	07/13/1999	2,261,726	REGISTERED	030
026721-2061US107US	FRENCH TOAST BOAT	12/03/1988	73/766,865	09/05/1989	1,554,935	REGISTERED	30
026721-2061US108	FRENCH TOAST BOAT & Design	01/17/1989	73/774,889	12/04/1990	1,626,155	REGISTERED	30
026721-2061US74	GLOBAL GRILL	12/04/1996	75/208,171	11/11/1997	2,112,383	REGISTERED	29
026721-2061US120	GOLDDIGGER	06/05/1978	73/173,253	06/26/1979	1,121,101	REGISTERED	29

REFERENCE #	MARK	FILED	APP #	REG DT	REG #	STATUS	CLASSES
026721-2061US92US	H.E.L.P.S. HEALTHCARE ENTREE LOW PREP SELECTIONS	11/19/1997	75/392,520	08/31/1999	2,273,614	REGISTERED	29
026721-2061US94	HAM N GO and Design	02/18/1999	75/641,478	04/25/2000	2,345,081	REGISTERED	30
026721-2061US75US	HEARTHSIDE SELECT	04/07/1999	75/676,610	09/04/2001	2,485,773	REGISTERED	30
026721-2061US127	HOT DIGGITY SUBS	05/20/2008	77/479,096			PENDING	030
026721-2061US133	KETTLE CREATIONS	10/15/2008	77/593,410			PENDING	29, 30
026721-2061US132	KETTLE KREATIONS	10/15/2008	77/593,379			PENDING	29, 30
026721-2061US111	LEAN MAGIC	02/19/1991	74/140,493	03/03/1992	1,677,773	REGISTERED	29
026721-2061US112	LIKE MOM'S & Design	04/01/1988	73/720,859	12/20/1988	1,517,327	REGISTERED	29
026721-2061US113	LINK-N-DOG	03/30/1994	74/507,074	09/05/1995	1,917,400	REGISTERED	29
026721-2061US76	MAIN STREET DINER	02/25/2000	75/928,450	01/01/2002	2,525,981	REGISTERED	30
026721-2061US3US	MERCATO GRILLE	05/20/2005	78/634,277	10/23/2007	3,320,050	REGISTERED	30
026721-2061US4US	MERCATO GRILLE (and design)	06/16/2005	78/652,426	12/11/2007	3,353,485	REGISTERED	30
026721-2061US114	MICRO-WICHES	12/28/1987	73/703,228	09/20/1988	1,505,035	REGISTERED	030
026721-2061US117	OUTRAGEOUS ANGUS	12/02/2004	78/525,726	10/17/2006	3,160,338	REGISTERED	29
026721-2061US60	PIERRE CREATIONS	12/18/2002	78/195,712	11/18/2003	2,784,407	REGISTERED	030
026721-2061US64	PIERRE GRILLERS	09/13/2007	77/278,963			ALLOWED	030
026721-2061US62	PIERRE MAIN STREET DINER	12/20/1994	74/613,401	11/12/1996	2,016,292	REGISTERED	29
026721-2061US59US	PIERRE SELECT	01/08/1999	75/617,209	03/20/2001	2,437,502	REGISTERED	30
026721-2061US63US	PIERRE SIGNATURES	09/16/2004	78/484,654	01/01/2008	3,363,145	REGISTERED	30
026721-2061US115	PIZZA PARLOR SANDWICH	05/14/1990	74/058,325	04/23/1991	1,642,199	REGISTERED	30
026721-2061US123	PROUD TO SERVE	12/01/1998	75/597,580	03/14/2000	2,330,338	REGISTERED	30
026721-2061US110	PROUD TO SERVE	12/01/1998	75/597,581	03/07/2000	2,327,379	REGISTERED	29
026721-2061US109	PROUD TO SERVE AMERICA'S HEROS	11/10/1998	75/591,729	03/07/2000	2,327,377	REGISTERED	30
026721-2061US19	RESPONSE FOOD LABS	03/08/2007	77/125,215			ALLOWED	042
026721-2061US95	RIB NIBBLERS	02/18/1999	75/641,477	02/15/2000	2,319,248	REGISTERED	29
026721-2061US119	RIB-B-Q	08/30/1989	73/822,522	05/29/1990	1,598,832	REGISTERED	30
026721-2061US116	RIB-B-Q	07/07/1982	73/373,463	11/15/1983	1,257,730	REGISTERED	29
026721-2061US87	RIB-B-Q & Design	03/06/1997	75/252,821	01/27/1998	2,132,710	REGISTERED	29
026721-2061US121	RIB-B-Q & Design	10/14/1982	73/400,038	05/01/1984	1,276,424	REGISTERED	29
026721-2061US88	SAUS-A-RAGE	03/30/1994	74/507,127	10/17/1995	1,928,706	REGISTERED	30
026721-2061US93	SELECT RECIPE	12/23/1998	75/610,898	02/22/2000	2,322,506	REGISTERED	29
026721-2061US96US	SHOESTRINGS	02/18/1999	75/641,476	12/21/1999	2,302,272	REGISTERED	29
026721-2061US118	SMOKIE GRILL	08/21/2003	78/290,290	05/24/2005	2,954,775	REGISTERED	29
026721-2061US90	TWO-FERS	08/30/1989	73/822,571	06/05/1990	1,599,764	REGISTERED	30
026721-2061US89	TWO-FERS	10/22/1987	73/690,934	09/20/1988	1,505,013	REGISTERED	29
026721-2061US91	WONDERBITES	07/06/1992	74/291,428	07/13/1993	1,781,595	REGISTERED	29
026721-2061US83	YUKON GRILL	12/02/2004	78/525,759	03/04/2008	3,392,829	REGISTERED	29