

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
OCM POF IV PF LTD.		12/12/2008	CORPORATION: CAYMAN ISLANDS

RECEIVING PARTY DATA

Name:	PF Holdings, Inc.(formerly Pierre Foods, Inc.)
Street Address:	9990 Princeton Road
City:	Cincinnati
State/Country:	OHIO
Postal Code:	45246
Entity Type:	CORPORATION: NORTH CAROLINA

Name:	Zartic, LLC
Street Address:	9990 Princeton Road
City:	Cincinnati
State/Country:	OHIO
Postal Code:	45246
Entity Type:	LIMITED LIABILITY COMPANY: OHIO

Name:	Cloversdale Farms, Inc.
Street Address:	1833 Cooper Foster Park Road
City:	Amherst
State/Country:	OHIO
Postal Code:	44001
Entity Type:	CORPORATION: OHIO

PROPERTY NUMBERS Total: 64

Property Type	Number	Word Mark
Registration Number:	767262	H HI-BRAND

CH \$1615.00 767262

Registration Number:	847940	SHURTENDA
Registration Number:	805677	HI-BRAND
Registration Number:	801032	HENDERSON'S PORTION PAK
Registration Number:	875265	ZARTIC
Registration Number:	1170448	
Registration Number:	1341236	MOM 'N' POP'S
Registration Number:	1393615	CRISPY STEAK
Registration Number:	1545900	CHIC-N VITTLES
Registration Number:	1554935	FRENCH TOAST BOAT
Registration Number:	1883072	FRYZ
Registration Number:	2371412	HEAVENLY WINGS
Registration Number:	2125738	ZARTIC
Registration Number:	2130582	HONEY HUGGED
Registration Number:	2291869	CIRCLE Z
Registration Number:	2132637	Z-BIRD
Registration Number:	2130583	WING DEMONS
Registration Number:	2173119	FRYZ
Registration Number:	2171440	ROCKIN' ROASTED
Registration Number:	2178628	MEATS THAT MAKE MENUS
Registration Number:	2180724	JIM'S COUNTRY MILL SAUSAGE
Registration Number:	2178630	Z-BEST BIRD YOU CAN SERVE
Registration Number:	2205437	ZARTRAN
Registration Number:	2359046	SAFE QUICK VERSATILE
Registration Number:	2178646	SQV
Registration Number:	2187937	Z BIRD
Registration Number:	2520479	CHEF ROYALE
Registration Number:	2261726	FASTBITES
Registration Number:	2345081	HAM N GO
Registration Number:	2505538	DINO CRITTERS
Registration Number:	2812397	ENTREE LEGENDS
Registration Number:	2819007	Z CARE
Registration Number:	2820805	Z CARE
Registration Number:	2944429	SHOOTERZ
Registration Number:	2779423	Z VITTLE BUNS
Registration Number:	2834189	Z

Registration Number:	2834190	WING DEMONS HOT 'N SPICY
Registration Number:	2892829	ENTREE LEGENDS
Registration Number:	2938702	SCRAMBLEZ
Registration Number:	2996498	RUSSLER
Registration Number:	2918684	RANCHMEN'S
Registration Number:	3034011	QUICKSTEAKZ
Serial Number:	77125215	RESPONSE FOOD LABS
Serial Number:	77278963	PIERRE GRILLERS
Serial Number:	77479079	BIG AZ
Serial Number:	77479096	HOT DIGGITY SUBS
Serial Number:	77479104	BIG A
Serial Number:	77479116	EL PUESTO DE PEDRO
Registration Number:	2666690	CHEF'S PANTRY
Registration Number:	2691096	CHEF'S PANTRY
Registration Number:	2887814	CLOVERVALE FARMS
Registration Number:	2901797	AUNTIE MAE'S
Serial Number:	78484117	ABSOLUTE ANGUS
Serial Number:	78484125	ABSOLUTE ANGUS
Registration Number:	3363145	PIERRE SIGNATURES
Registration Number:	3160338	OUTRAGEOUS ANGUS
Registration Number:	3392829	YUKON GRILL
Registration Number:	3099429	PB JAMWICH
Serial Number:	78600213	
Serial Number:	78600229	
Registration Number:	3455277	BUFFALOADED
Serial Number:	78630895	BUFFALOADED
Registration Number:	3320050	MERCATO GRILLE
Registration Number:	3353485	MERCATO GRILLE

CORRESPONDENCE DATA

Fax Number: (917)777-4104
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212)735-3000
Email: kellie.weilbrenner@skadden.com
Correspondent Name: Skadden, Arps, Slate, Meagher & Flom
Address Line 1: Four Times Square
Address Line 2: Attn: Jennifer Ward

Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER: 010020/44

NAME OF SUBMITTER: Jennifer Ward

Signature: /Jennifer Ward/

Date: 12/18/2008

Total Attachments: 8
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**RELEASE OF
SUPERPRIORITY PRIMING DEBTOR-IN-POSSESSION
INTELLECTUAL PROPERTY SECURITY AGREEMENT**

This RELEASE OF SUPERPRIORITY PRIMING DEBTOR-IN-POSSESSION INTELLECTUAL PROPERTY SECURITY AGREEMENT ("*Release*") dated December 12, 2008, is entered into by **OCM POF IV PF Ltd.**, as collateral agent (the "*Collateral Agent*") on behalf of itself and the Secured Parties (as defined in the Credit Agreement referred to below), in favor of **PF HOLDINGS, INC.**, **ZARTIC, LLC**, and **CLOVERVALE FARMS, INC.** (collectively, the "*Grantors*"), and .

WHEREAS, Pierre Foods, Inc., a North Carolina corporation and a debtor and debtor-in-possession in a case pending under Chapter 11 of the Bankruptcy Code, entered into a Superpriority Priming Debtor-in-Possession Credit Agreement dated as of July 17, 2008 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "*Credit Agreement*"), with OCM POF IV PF Ltd., as Administrative Agent and Collateral Agent, and the Lenders party thereto. Terms defined in the Credit Agreement and not otherwise defined herein are used herein as defined in the Credit Agreement or the Security Agreement.

WHEREAS, as a condition precedent to the making of Loans by the Lenders and the issuance of Letters of Credit or L/C Undertakings by the L/C Issuers under the Credit Agreement, each Grantor executed and delivered that certain Superpriority Priming Debtor-in-Possession Security Agreement dated July 17, 2008 among the Grantors and the Collateral Agent (as amended, amended and restated, supplemented or otherwise modified from time to time, the "*Security Agreement*").

WHEREAS, under the terms of the Security Agreement and that certain Superpriority Priming Debtor-in-Possession Intellectual Property Security Agreement, dated July 17, 2008, among the Grantors and the Collateral Agent (the "*IP Security Agreement*"), the Grantors granted to the Collateral Agent, for the ratable benefit of the Secured Parties, a security interest in, among other property, certain intellectual property of the Grantors

WHEREAS, the IP Security Agreement was recorded with the U.S. Patent and Trademark Office on August 12, 2008, at Reel 021371 /Frame 0448 (patents) and Reel 3833 /Frame 0839 (trademarks) and whereas the same was submitted for recordation in the United States Copyright Office on August 13, 2008.

WHEREAS, the Collateral Agent now desires to terminate and release the entirety of its security interest in such property;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent agrees as follows:

SECTION 1. Release. The Collateral Agent, on behalf of itself and the Secured Parties, hereby terminates, releases, and discharges its security interest in, and re-conveys, transfers, assigns and set over to the Grantors all of their right, title or interest in each type of property described below, wherever located:

(i) the patents and patent applications set forth in Schedule A hereto (the "*Patents*");

(ii) the trademark and service mark registrations and applications set forth in Schedule B hereto (provided that no security interest shall be granted in United States intent-to-use trademark applications to the extent that, and solely during the period in which, the grant of a security interest therein would impair the validity or enforceability of such intent-to-use trademark applications under applicable federal law), together with the goodwill symbolized thereby (the "*Trademarks*");

(iii) the copyright registrations and applications set forth in Schedule C hereto (the "*Copyrights*");

(iv) all reissues, divisions, continuations, continuations-in-part, extensions, renewals and reexaminations of any of the foregoing (as applicable), all rights in the foregoing provided by international treaties or conventions, all rights corresponding thereto throughout the world and all other rights of any kind whatsoever of such Grantor accruing thereunder or pertaining thereto;

(v) any and all claims for damages and injunctive relief for past, present and future infringement, dilution, misappropriation, violation, misuse or breach with respect to any of the foregoing, with the right, but not the obligation, to sue for and collect, or otherwise recover, such damages; and

(vi) any and all proceeds of, collateral for, income, royalties and other payments now or hereafter due and payable with respect to, and supporting obligations relating to, any and all of the Collateral of or arising from any of the foregoing.

SECTION 2. Recordation. The Collateral Agent authorizes and requests that the Register of Copyrights, the Commissioner for Patents and the Commissioner for Trademarks and any other applicable government officer record this Release.

SECTION 3. Governing Law. This Release shall be governed by, and construed in accordance with, the laws of the State of New York.

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IN WITNESS WHEREOF, each of the undersigned have caused this Release to be duly executed and delivered as of the date first above written.

OCM POE IV PF LTD., as Collateral Agent

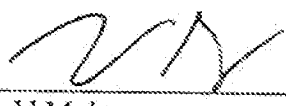
By: Oaktree AIF Investments, L.P., its Director

By: Oaktree AIF Holdings, Inc., its General Partner

By

Name:

Title:




Todd Molz

Vice President and Secretary

By

Name:

Title:



Emily Alexander

Vice President and Assistant Secretary

TRADEMARK

REEL: 003906 FRAME: 0390

**Schedule A
Patents**

Grantor	Patent Titles	Country	Patent No.	Applic. No.	Filing Date	Issue Date
Pierre Foods, Inc.	Food Mold Plate and Assembly	USA	6,398,540	611271	July 6, 2000	June 4, 2002
Zartic, LLC	Method of Pasteurizing Products	USA	5,741,536			
Zartic, LLC	Method of Pasteurizing Products	USA	6,080,437			

Schedule B

Trademarks

Mark Name	Reference #	Country ID	Status	Application #	File Date	Registration #	Reg. Date	Owner Name
ABSOLUTE ANGUS	026721-2061US66	US	ALLOWED	78/484,125	9/15/2004			PIERRE FOODS, INC.
ABSOLUTE ANGUS	026721-2061US80	US	ALLOWED	78/484,117	9/15/2004			PIERRE FOODS, INC.
BIG A	026721-2061US128	US	PENDING	77/479,104	5/20/2008			PIERRE FOODS, INC.
BIG AZ	026721-2061US125	US	PENDING	77/479,079	5/20/2008			PIERRE FOODS, INC.
BUFFALOADED	026721-2061US68	US	ALLOWED	78/630,895	5/16/2005			PIERRE FOODS, INC.
BUFFALOADED	026721-2061US87	US	REGISTERED	78/630,890	5/16/2005	3,455,277	6/24/2008	PIERRE FOODS, INC.
CHEF LOGO BLACK DESIGN	026721-2061US1	US	ALLOWED	78/600,213	4/1/2005			PIERRE FOODS, INC.
CHEF LOGO RED DESIGN	026721-2061US2US	US	PENDING	78/600,229	4/1/2005			PIERRE FOODS, INC.
EL PUESTO DE PEDRO	026721-2061US129	US	PENDING	77/479,116	5/20/2008			PIERRE FOODS, INC.
FASTBITES	026721-2026US126	US	REGISTERED	75/513,223	7/6/1998	2,261,736	7/13/1999	PIERRE FOODS, INC.
FRENCH TOAST BOAT	026721-2061US107	US	REGISTERED	73/766,865	12/3/1988	1,554,935	9/5/1989	PIERRE FOODS, INC.
FRYZ (STYLIZED)	026721-2061US53	US	REGISTERED	74/412,548	7/15/1993	1,883,072	3/7/1995	ZARTIC, LLC
HAM N GO (AND DESIGN)	026721-2061US94	US	REGISTERED	75/641,478	2/18/1999	2,345,081	4/25/2000	PIERRE FOODS, INC.
HOT DIGGITY SUBS	026721-2061US127	US	PENDING	77/479,096	5/20/2008			PIERRE FOODS, INC.
MERCATO GRILLE	026721-2061US3	US	REGISTERED	78/634,277	5/20/2005	3,320,050	10/23/2007	PIERRE FOODS, INC.
MERCATO GRILLE (AND DESIGN)	026721-2061US4	US	REGISTERED	78/652,426	6/16/2005	3,353,485	12/11/2007	PIERRE FOODS, INC.
MOM 'N POP'S	026721-2061US103	US	REGISTERED	73/455,993	12/7/1983	1,341,236	6/11/1985	PIERRE FOODS, INC.
OUTRAGEOUS ANGUS	026721-2061US117	US	REGISTERED	78/525,726	12/2/2004	3,160,338	10/17/2006	PIERRE FOODS, INC.
PIERRE FROZEN FOODS (AND DESIGN)	026721-2061MX1	MX	PENDING	90273	6/27/1990			PIERRE FOODS, INC.
PIERRE GRILLERS	026721-2061US64	US	PENDING	77/278,963	9/13/2007			PIERRE FOODS, INC.
PIERRE SIGNATURES	026721-2061US63	US	REGISTERED	78/484,634	9/16/2004	3,363,145	1/1/2008	PIERRE FOODS, INC.
RANCHMEN'S	026721-2061US45	US	REGISTERED	76/571,313	1/22/2004	2,918,684	1/18/2005	ZARTIC, LLC
RESPONSE FOOD LABS	026721-2061US19	US	PENDING	77/125,215	3/8/2007			PIERRE FOODS, INC.
RIB-B-Q	026721-2061CA2	CA	REGISTERED	494965	11/17/1982	TMA305055	7/19/1985	PIERRE FOODS, INC.

Mark Name	Reference #	Country ID	Status	Application #	File Date	Registration #	Reg. Date	Owner Name
RIB-B-Q (AND DESIGN)	026721-2061CA3	CA	REGISTERED	494966	11/17/1982	TMA305056	7/19/1985	PIERRE FOODS, INC.
RUSSLER	026721-2061US50	US	REGISTERED	76/568,743	1/7/2004	2,996,498	9/20/2005	ZARTIC, LLC
SAFE QUICK VERSATILE	026721-2061US43	US	REGISTERED	75/358,226	9/17/1997	2,359,946	6/20/2000	ZARTIC, LLC
SCRAMBLEZ	026721-2061US46	US	REGISTERED	76/545,076	9/15/2003	2,938,702	4/5/2005	ZARTIC, LLC
SHOOTERZ	026721-2061US49	US	REGISTERED	76/454,943	9/25/2002	2,944,429	4/26/2005	ZARTIC, LLC
SHURTENDA (STYLIZED)	026721-2061US26	US	REGISTERED	72/190,291	4/3/1964	847,940	4/23/1968	ZARTIC, LLC
SQV	026721-2061US32	US	REGISTERED	75/358,227	9/17/1997	2,178,546	8/4/1998	ZARTIC, LLC
WING DEMONS	026721-2061US23	US	REGISTERED	75/243,661	2/18/1997	2,130,583	1/20/1998	ZARTIC, LLC
WING DEMONS HOT 'N SPICY (AND DESIGN)	026721-2061US48	US	REGISTERED	76/527,711	7/3/2003	2,834,190	4/20/2004	ZARTIC, LLC
YUKON GRILL	026721-2061US83	US	REGISTERED	78/525,759	12/2/2004	3,392,829	3/4/2008	PIERRE FOODS, INC.
Z (AND BEAR DESIGN)	026721-2061US47	US	REGISTERED	76/527,710	7/3/2003	2,834,189	4/20/2004	ZARTIC, LLC
Z CARE	026721-2061US41	US	REGISTERED	76/454,871	9/26/2002	2,819,007	3/2/2004	ZARTIC, LLC
Z CARE (AND DESIGN)	026721-2061US42	US	REGISTERED	76/454,872	9/26/2002	2,820,805	3/9/2004	ZARTIC, LLC
Z VITTE BUNS	026721-2061US38	US	REGISTERED	76/480,793	1/6/2003	2,779,423	11/4/2003	ZARTIC, LLC
ZARTIC	026721-2061US22	US	REGISTERED	75/243,028	2/18/1997	2,125,738	12/30/1997	ZARTIC, LLC
ZARTIC (LOGO)	026721-2061US37	US	REGISTERED	72/302,445	7/10/1968	875,265	8/19/1969	ZARTIC, LLC
ZARTRAN	026721-2061US35	US	REGISTERED	75/353,782	9/8/1997	2,205,437	11/24/1998	ZARTIC, LLC
Z-BEST BIRD YOU CAN SERVE	026721-2061US30	US	REGISTERED	75/352,839	9/8/1997	2,178,530	8/4/1998	ZARTIC, LLC
Z-BIRD	026721-2061US25	US	REGISTERED	75/243,660	2/18/1997	2,132,637	1/27/1998	ZARTIC, LLC
Z-BIRD (AND LOGO DESIGN)	026721-2061US34	US	REGISTERED	75/386,792	11/7/1997	2,187,937	9/8/1998	ZARTIC, LLC
CHEF ROYALE	026721-2061US21	US	REGISTERED	75/431,528	2/10/1998	2,520,479	12/18/2001	ZARTIC, LLC
CHIC-N VITTLES	026721-2061US36	US	REGISTERED	73/703,237	12/28/1987	1,545,900	6/27/1989	ZARTIC, LLC
CIRCLE Z	026721-2061US39	US	REGISTERED	75/243,649	2/18/1997	2,291,869	11/16/1999	ZARTIC, LLC
CRISPY STEAK	026721-2061US56	US	REGISTERED	73/497,636	9/4/1984	1,393,615	5/13/1986	ZARTIC, LLC
ENTREE LEGENDS	026721-2061US40	US	REGISTERED	76/454,483	9/24/2002	2,812,397	2/10/2004	ZARTIC, LLC
ENTRÉE LEGENDS	026721-2061US44	US	REGISTERED	76/532,542	7/25/2003	2,892,829	10/12/2004	ZARTIC, LLC
FRYZ	026721-2061US28	US	REGISTERED	75/343,005	8/18/1997	2,173,119	7/14/1998	ZARTIC, LLC
FRYZ (LOGO)	026721-2061US53	US	REGISTERED	74/412,548	7/15/1993	1,883,072	3/7/1995	ZARTIC, LLC
FRYZ	026721-	Canada	REGISTERED	777783	3/14/1995	TMA510017	3/25/1999	ZARTIC, LLC

Mark Name	Reference #	Country ID	Status	Application #	File Date	Registration #	Reg. Date	Owner Name
(STYLIZED)	2061CA1							
HIB-BRAND (AND DESIGN)	026721- 2061US52	US	REGISTERED	72/168,487	5/09/1963	767,262	3/24/1964	ZARTIC, LLC
HEAVENLY WINGS	026721- 2061US57	US	REGISTERED	75/240,005	2/11/1997	2,371,412	7/25/2000	ZARTIC, LLC
HENDERSON'S PORTION PAK	026721- 2061US54	US	REGISTERED	72/202,079	9/17/1964	801,032	12/28/1965	ZARTIC, LLC
HIB-BRAND AND DESIGN	026721- 2061US55	US	REGISTERED	72/191,841	4/23/1964	805,677	3/15/1966	ZARTIC, LLC
HONEY HUGGED	026721- 2061US24	US	REGISTERED	75/243,648	2/18/1997	2,130,582	1/20/1998	ZARTIC, LLC
HMS COUNTRY MILL SAUSAGE	026721- 2061US33	US	REGISTERED	75/352,835	9/8/1997	2,180,724	8/11/1998	ZARTIC, LLC
MEATS THAT MAKE MENUS	026721- 2061US29	US	REGISTERED	75/352,834	9/8/1997	2,178,628	8/4/1998	ZARTIC, LLC
QUICKSTEAKZ	026721- 2061US51	US	REGISTERED	76/620,038	11/10/2004	3,034,011	12/27/2005	ZARTIC, LLC
ROCKIN' ROASTED	026721- 2061US27	US	REGISTERED	75/343,011	8/18/1997	2,171,440	7/7/1998	ZARTIC, LLC
AUNTIE MAE'S	026721- 2061US5	US	REGISTERED	78/322,280	11/3/2003	2,901,797	11/9/2004	CLOVERVALE FARMS, INC.
CHEF'S PANTRY	026721- 2061US9	US	REGISTERED	78/115,660	3/18/2002	2,666,690	12/24/2002	CLOVERVALE FARMS, INC.
CHEF'S PANTRY AND DESIGN	026721- 2061US10	US	REGISTERED	78/126,537	5/6/2002	2,691,096	2/25/2003	CLOVERVALE FARMS, INC.
COVERVALE FARMS	026721- 2061US12	US	REGISTERED	78/240,100	4/21/2003	2,887,814	9/21/2004	CLOVERVALE FARMS, INC.
DINO CRITTERS	026721- 2061US14	US	REGISTERED	76/006,559	3/22/2000	2,505,538	11/6/2001	CLOVERVALE FARMS, INC.
PB JAMWICH	026721- 2061US6	US	REGISTERED	78/576,673	2/28/2005	3,099,429	5/30/2006	CLOVERVALE FARMS, INC.
DESIGN OF WOMAN RINGING BELL	026721- 2061US17	US	REGISTERED	73/207,480	3/15/1979	1,170,448	9/22/1981	CLOVERVALE FARMS, INC.

Schedule C

Copyrights

Grantor	Title of Work	Country	Reg No	Issue Date
Pierre Foods, Inc.	Barnyard Basics of Good Nutrition For Grades 1 & 2: Educator's Guide	USA	TX-3-291-538	04/02/1992
Pierre Foods, Inc.	Barnyard Basics of Good Nutrition For Grades 1 & 2: Educator's Guide	USA	TX-3-380-555	08/07/1992
Pierre Foods, Inc.	Barnyard Basics of Good Nutrition Questions and Answers	USA	TX-3-390-603	08/07/1992
Pierre Foods, Inc.	Barnyard Scene Bulletin Board Display: Barnyard Basics of Good Nutrition	USA	VA-519-989	08/07/1992
Pierre Foods, Inc.	Today's Nutritious Lunch: It's Barnyard Bonus Day!	USA	VA-519-990	08/07/1992
Pierre Foods, Inc.	Barnyard Basics of Good Nutrition Punch-Out Toys	USA	VA-524-973	08/07/1992
Pierre Foods, Inc.	Cafeteria Adventures Radical Promotion Program	USA	TX-3-421-698	10/08/1992
Pierre Foods, Inc.	Cafeteria Adventures Rock 'n Roll Promotion Program	USA	TX-3-421-699	10/08/1992
Pierre Foods, Inc.	Cafeteria Adventures Stars & Stripes Promotion Program	USA	TX-3-421-700	10/08/1992
Pierre Foods, Inc.	Tastes of the World Promotion Program: Manager's Kit	USA	TX-3-738-877	12/27/1993
Pierre Foods, Inc.	Cafeteria Adventures Hamburger Man	USA	VA-528-348	10/08/1992
Pierre Foods, Inc.	Cafeteria Adventures Stars and Stripes General	USA	VA-528-349	10/08/1992
Pierre Foods, Inc.	Cafeteria Adventures Radical Chicken	USA	VA-528-350	10/08/1992
Pierre Foods, Inc.	Cafeteria Adventures Tastes of the World Logo	USA	VA-613-418	12/16/1993
Pierre Foods, Inc.	Proper Procedures for Product Evaluation and Taste	USA	TX-5-302-796	11/07/2000
Pierre Foods, Inc.	Trends in Food	USA	TX-5-302-797	11/07/2000