

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PF HOLDINGS, INC.		12/12/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	PIERRE FOODS, INC.
Street Address:	9990 Princeton Road
City:	Cincinnati
State/Country:	OHIO
Postal Code:	45246
Entity Type:	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

OP \$1640.00 78484125

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:	12/19/2008

Total Attachments: 3
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PF HOLDINGS, INC.", CHANGING ITS NAME FROM "PF HOLDINGS, INC." TO "PIERRE FOODS, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER, A.D. 2008, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4619532 8100

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You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7022197

DATE: 12-12-08

TRADEMARK
REEL: 003906 FRAME: 0552

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:30 PM 12/12/2008
FILED 04:30 PM 12/12/2008
SRV 081192117 - 4619532 FILE

CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
PF HOLDINGS, INC.

Pursuant to Section 242 and Section 303 of the General
Corporation Law of the State of Delaware

PF Holdings, Inc., a Delaware corporation (hereinafter called the
“Corporation”), does hereby certify as follows:

FIRST: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on November 12, 2008. An Amended and Restated Certificate of Incorporation of the Corporation (the “Amended and Restated Certificate of Incorporation”) was filed with the Secretary of State of the State of Delaware on December 4, 2008.

SECOND: Pursuant to the Second Amended Joint Plan of Reorganization of Pierre Foods, Inc. and Its Affiliates Under Chapter 11 of the United States Bankruptcy Code approved by the United States Bankruptcy Court for the District of Delaware on December 11, 2008 and Section 303 of the General Corporation Law of the State of Delaware, this Certificate of Amendment was duly approved and adopted in all respects without any further action of the directors and stockholders of the Corporation.

THIRD: Article FIRST of the Amended and Restated Certificate of Incorporation is hereby amended to read in its entirety as set forth below:

FIRST: The name of the corporation is Pierre Foods, Inc. (hereinafter the “Corporation”).

FOURTH: Except as specifically set forth in this Certificate of Amendment, the terms of this Amended and Restated Certificate of Incorporation shall not be changed by this Certificate of Amendment and shall remain in full force and effect.

[signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate to
be duly executed in its corporate name this 12th day of December, 2008.

PF HOLDINGS, INC.

By: 
Name: Gary Slass
Title: Secretary

[Certificate of Amendment to the Amended and Restated Certificate of Incorporation]