

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
ConAgra Foods RDM, Inc.		02/16/2010	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Arizona Canning Company, LLC		
<b>Street Address:</b>	8755 So. Rita Road		
<b>City:</b>	Tucson		
<b>State/Country:</b>	ARIZONA		
<b>Postal Code:</b>	85747		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: ARIZONA		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1748686	LUCK'S	
Registration Number:	0819220	LUCK'S	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(858)458-3005		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	858-458-3000		
<b>Email:</b>	ProsecutionDocketing@paulhastings.com		
<b>Correspondent Name:</b>	Todd M. Schneider		
<b>Address Line 1:</b>	P.O. Box 919092		
<b>Address Line 4:</b>	San Diego, CALIFORNIA 92191-9092		
<b>ATTORNEY DOCKET NUMBER:</b>	70314.00004		
<b>NAME OF SUBMITTER:</b>	Todd M. Schneider		
<b>Signature:</b>	/Todd M. Schneider/		
<b>Date:</b>	02/22/2010		

CH \$65.00 1748686

**Total Attachments: 6**

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## TRADEMARK ASSIGNMENT

This Trademark Assignment (this "Assignment"), dated as of February 16, 2010, is entered into by and between CONAGRA FOODS RDM, INC., a Delaware corporation ("Assignor") with its principal place of business located at One ConAgra Drive, Omaha, Nebraska 68102-5001, and ARIZONA CANNING COMPANY, LLC, an Arizona limited liability company ("Assignee") with its principal place of business located at 8755 So. Rita Road, Tucson, Arizona 85747.

WHEREAS, Assignor is the owner of the trademarks, and the associated registrations and/or applications for registration thereof, existing in the United States listed on Exhibit "A" hereto ("Trademarks").

WHEREAS, Assignee, Assignor and ConAgra Foods Packaged Foods, LLC have entered into that certain Asset Purchase Agreement dated as of February 16, 2010, pursuant to which Assignor has agreed to assign to Assignee the Trademarks and all goodwill associated therewith (collectively, "Assigned Rights").

NOW THEREFORE, be it known that for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby irrevocably and unconditionally grants, conveys, transfers, and assigns to Assignee all of Assignor's right, title and interest in and to (a) the Assigned Rights, including all common law rights and trademark registration for the Trademarks, same to be held by Assignee for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns and other legal representatives; and (b) to the extent assignable, all rights to future income, royalties, and license fees deriving from the Trademarks, all causes of actions, claims, and rights to damages or profits, arising by reason of past, present and future infringements of the Trademarks or injury to the goodwill associated with the Trademarks and the right to sue for and collect such damages, as permitted under the applicable laws for any jurisdiction or country in which such claims may be asserted for the use and benefit of Assignee and its successors, assigns and other legal representatives.

FURTHER, Assignor and Assignee agree, from time to time, as and when requested by any party hereto and at such party's expense, to execute and deliver, or cause to be executed and delivered, all such reasonable documents and instruments and shall take, or cause to be taken, all such reasonable further or other actions as the requesting party may reasonably deem necessary or appropriate to evidence and effectuate the transactions contemplated by this Assignment.

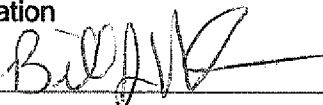
Exhibit "A"

Trademarks

<u>Trademark</u>	<u>Reg. No</u>	<u>Reg. Date</u>	<u>Owner</u>
1. Luck's	1,748,686	January 26, 1993	ConAgra Foods RDM, Inc.
2. Luck's	0,819,220	November 22, 1966	ConAgra Foods RDM, Inc.

IN WITNESS WHEREOF, each of parties hereto has caused this Assignment to be executed by an authorized representative as of the date first above written.

CONAGRA FOODS RDM, INC., a Delaware corporation

By: 

Its: Authorized Representative

ARIZONA CANNING COMPANY, LLC, an Arizona limited liability company

By: \_\_\_\_\_  
Albert Hoflack Basauri

Its: Manager

Confirmed:

By: \_\_\_\_\_  
Vicente López Rodea

Its: Vice Chairman and Executive Vice President

By: \_\_\_\_\_  
Juan Carlos López Abad

Its: Vice President and Assistant Secretary

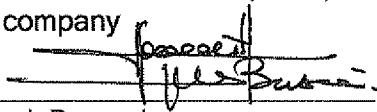
IN WITNESS WHEREOF, each of parties hereto has caused this Assignment to be executed by an authorized representative as of the date first above written.

CONAGRA FOODS RDM, INC., a Delaware corporation

By: \_\_\_\_\_

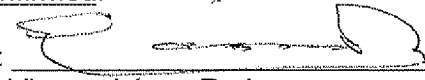
Its: \_\_\_\_\_

ARIZONA CANNING COMPANY, LLC, an Arizona limited liability company

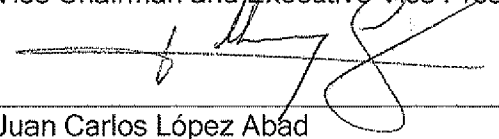
By:  \_\_\_\_\_  
Albert Hoflack Basauri

Its: Manager

Confirmed:

By:  \_\_\_\_\_  
Vicente López Rodea

Its: Vice Chairman and Executive Vice President

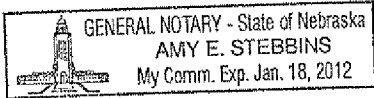
By:  \_\_\_\_\_  
Juan Carlos López Abad

Its: Vice President and Assistant Secretary

Acknowledgement

State of Nebraska            )  
  )  
County of Douglas            )       s.s.

The foregoing instrument was acknowledged before me this 16 day of February, 2010  
by Bill Mann (name), Authorized Rep (title) on behalf  
of CONAGRA FOODS RDM, INC., a Delaware corporation.

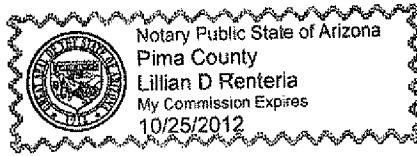


Amy E. Stebbins  
Signature of Notary Public

**Acknowledgement**

State of Arizona)  
County of Pima)

S.S



The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of February, 2010 by Albert H. Flaek Basauri (name), General Manager (title) on behalf of ARIZONA CANNING COMPANY, LLC, an Arizona limited liability company

Lillian D Renteria

Signature of Notary Public