### TRADEMARK ASSIGNMENT

# Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

#### **CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Contessa Premium Foods, Inc.		07/15/2011	CORPORATION: CALIFORNIA

### RECEIVING PARTY DATA

Name:	Contessa Premium Foods, Inc.			
Street Address:	22 West Sixth Street, 8th Floor			
City:	San Pedro			
State/Country:	CALIFORNIA			
Postal Code:	90731-3316			
Entity Type:	CORPORATION: DELAWARE			

### PROPERTY NUMBERS Total: 49

Property Type	Number	Word Mark
Registration Number:	2487828	CLEAR CASE PROGRAM
Registration Number:	3179570	AMERICA'S FAVORITE SHRIMP
Registration Number:	1903693	CONTESSA
Registration Number:	2214744	CONTESSA
Registration Number:	2077457	CONTESSA
Registration Number:	2993407	CONTESSA PLATINUM
Registration Number:	3769368	CONTESSA PREMIUM FOODS
Registration Number:	3245382	CONTESSA RAGIN' CAJUN SHRIMP
Registration Number:	2542965	CONTESSA SHRIMP MEDITERRANEAN
Registration Number:	3317208	FOR PEOPLE WHO APPRECIATE FINE FOOD.
Registration Number:	2977201	FROM POND TO PLATE
Registration Number:	3477594	G
Registration Number:	3747195	G
Registration Number:	3507748	G
		TDADEMARK

TRADEMARK REEL: 004587 FRAME: 0403

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Registration Number:	3640590	G
Registration Number:	3665239	GREEN CUISINE
Registration Number:	3629016	GREEN CUISINE
Registration Number:	3624915	GREEN CUISINE
Registration Number:	3832517	IT'S NOT JUST WHAT MANUFACTURERS PRODUCE, BUT HOW THEY PRODUCE THAT IMPACTS OUR ENVIRONMENT
Registration Number:	3319655	JUST HARVESTED
Registration Number:	3476720	LESS TIME IN THE KITCHEN. MORE TIME FOR LIFE.
Registration Number:	3633036	MICRO-STEAM
Registration Number:	2183347	
Registration Number:	2793636	
Registration Number:	3411358	
Registration Number:	3442463	NATURAL BALANCE
Registration Number:	3144648	NO FAT NATURALLY
Registration Number:	3159938	NO FAT NO CARBS NATURALLY!
Registration Number:	3917824	ON THE STOVE
Registration Number:	3929540	ON THE STOVE
Registration Number:	2588349	PARTY PLATTER
Registration Number:	3159805	POND DIRECT
Registration Number:	3376083	SELECT HARVEST
Registration Number:	3536199	SET THE STAGE
Registration Number:	1770238	SHANGHAI
Registration Number:	1451090	THE CULTURED PEARL OF SHRIMP
Registration Number:	2507423	TROPIC OF CONTESSA
Registration Number:	3415530	YOU CAN BUY YOUR FRESH, BUT YOU CAN GET YOUR FROZEN FRESHER
Registration Number:	1643750	Z
Serial Number:	85296649	
Serial Number:	85296667	
Serial Number:	85296690	
Serial Number:	77458759	AQUACULTURE SUSTAINABILITY AFFIRMATION PROGRAM
Serial Number:	77979365	AQUACULTURE SUSTAINABILITY AFFIRMATION PROGRAM
Serial Number:	77636483	ASAP
Serial Number:	77039938	CONTESSA LE MENU
Serial Number:	77637331	ASAP
		TRADEMARK

TRADEMARK "REEL: 004587 FRAME: 0404

Serial Number:	77637330	ASAP BECAUSE THE ENVIRONMENT CAN'T WAIT.
Serial Number:	75321187	CLEAR CASE PROGRAM

#### **CORRESPONDENCE DATA**

Fax Number: (202)739-3001

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 202-739-5652

Email: chowell@morganlewis.com

Correspondent Name: Catherine R. Howell, Senior Paralegal
Address Line 1: 1111 Pennsylvania Ave., N.W.; Attn: TMSU

Address Line 2: Morgan, Lewis & Bockius LLP

Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	052735-0191
NAME OF SUBMITTER:	Catherine R. Howell, Senior Paralegal
Signature:	/Catherine R. Howell/
Date:	07/20/2011

#### Total Attachments: 12

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TRADEMARK REEL: 004587 FRAME: 0405

## CONFIRMATORY TRADEMARK ASSIGNMENT

This Confirmatory Trademark Assignment is made effective as of July 15, 2011 (the "<u>Effective Date</u>") by and between CONTESSA PREMIUM FOODS, INC. a California corporation ("Assignor") on one hand, and CONTESSA PREMIUM FOODS, INC., a Delaware corporation ("<u>Assignee</u>") on the other hand.

WHEREAS Assignor and Assignee are parties to that certain Asset Purchase Agreement dated as of June 29, 2011 and General Intellectual Property Assignment effective as of July 15, 2011, pursuant to which Assignor sold, conveyed, assigned and transferred to Assignee, among other assets, the entire right, title and interest in and to the trademarks, service marks, logos, trade dress, trade names, business names, and other indicia of origin used in the business in the United States, including the marks listed on Schedule A hereto (collectively, the "Trademarks"), together with all registrations and applications for registration therefor and the good will of the business symbolized by the Trademarks in the United States.

NOW THEREFORE, for good and valuable consideration, the receipt and legal sufficiency of which is hereby acknowledged, Assignor hereby, without reservation:

- 1. Confirms that it has sold, assigned, transferred and conveyed to Assignee, its successors and assigns, the whole entire right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks, and all rights to sue for and collect damages resulting from past, present and future infringement of any or all Trademarks in the United States.
- 2. Authorizes and requests the Commissioner of Patents and Trademarks of the United States to issue or transfer all the Trademarks to Assignee, as assignee of the entire right, title, and interest therein or otherwise as Assignee may direct.

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TRADEMARK
REEL: 004587 FRAME: 0406

IN WITNESS WHEREOF, each party hereto has caused this Confirmatory Trademark Assignment to be executed by its duly authorized officer.

CONTESSA PREMIUM FOODS, INC., a California corporation

By:

Name: John Z. Blazevich

Title: President and Chief Executive Officer

CONTESSA PREMIUM FOODS, INC., a Delaware corporation

[Signature Page to Confirmatory Trademark Assignment]

IN WITNESS WHEREOF, each party hereto has caused this Confirmatory Trademark Assignment to be executed by its duly authorized officer.

CONTESSA PREMIUM FOODS, INC., a California corporation

By:

Name: John Z. Blazevich

Title: President and Chief Executive Officer

CONTESSA PREMIUM FOODS, INC.,

a Delaware corporation

By:

Name: Jared D. Wien Title: Vice President

# SCHEDULE A

Trademark	Serial No./ Registration No.	Filing Date/ Registration Date	Goods/Services	Owner
	SN: 85296649	Filed: April 19, 2011	(Int'l Class: 29) Shrimp	Contessa Premium Foods, Inc. (California Corp.) 8th Floor 222 West Sixth Street San Pedro, California 907313356
	SN: 85296667	Filed: April 19, 2011	(Int'l Class: 29) Shrimp	Contessa Premium Foods, Inc. (California Corp.) 8th Floor 222 West Sixth Street San Pedro, California 907313356
	SN: 85296690	Filed: April 19, 2011	(Int'l Class: 29) Shrimp	Contessa Premium Foods, Inc. (California Corp.) 8th Floor 222 West Sixth Street San Pedro, California 907313356
AMERICA'S FAVORITE SHRIMP	RN:3,179,570	Filed: May 11, 2005 Registered: December 5, 2006		Contessa Premium Foods, Inc. (California Corp.) 8th Floor 222 West Sixth Street San Pedro, California 907313356
AQUACULTURE SUSTAINABILITY AFFIRMATION PROGRAM			(Int'l Class: 42) Providing a website featuring information designed to encourage environmental awareness, conservation and ecological responsibility	Contessa Premium Foods, Inc. (California Corp.) 222 West Sixth Street 8th Floor San Pedro, California 90731
AQUACULTURE SUSTAINABILITY AFFIRMATION PROGRAM		April 25, 2008	dinners, entrees and side dishes consisting primarily	8th Floor

TRADEMARK REEL: 004587 FRAME: 0409

Trademark	Serial No./ Registration No.	Filing Date/ Registration Date	Goods/Services	Owner
			and side dishes consisting primarily of pasta or grains; and dipping sauces sold with frozen prepared dinners, entrees and side dishes	
ASAP	SN:77636483	Filed: December 18, 2008	(Int'l Class: 29) Frozen seafood; frozen prepared dinners, entrees and side dishes consisting primarily of seafood, poultry, meat, or vegetables (Int'l Class: 30) Frozen prepared dinners, entrees and side dishes consisting primarily of pasta or grains	Contessa Premium Foods, Inc. y(California Corp.) 8th Floor 222 West Sixth Street San Pedro, California 907313316
ASAP and Design	SN:77637331	Filed: December 19, 2008	(Int'l Class: 29) Frozen seafood; frozen prepared dinners, entrees and side dishes consisting primarily of seafood, poultry, meat, or vegetables (Int'l Class: 30) Frozen prepared dinners, entrees and side dishes consisting primarily of pasta or grains	Contessa Premium Foods, Inc.
ASAP BECAUSE THE ENVIRONMENT CAN'T WAIT. and Design		Filed: December 19, 2008	(Int'l Class: 29) Frozen seafood; frozen prepared dinners, entrees and side dishes consisting primarily of seafood, poultry, meat, or vegetables (Int'l Class: 30) Frozen prepared dinners, entrees and side dishes consisting primarily of pasta or grains	Contessa Premium Foods, Inc.
CLEAR CASE PROGRAM	RN:2,487,828	Filed: July 8, 1997 Registered: September 11, 2001		Contessa Premium Foods, Inc. (California Corp.) 222 West Sixth Street 8th Floor San Pedro, California 90731- 3316
CONTESSA	RN:1,903,693		(Int'l Class: 29) Frozen [poultry and] seafood; and frozen prepared dinners, entrees and side dishes, consisting primarily of poultry, seafood and vegetables	Contessa Premium Foods, Inc. (California Corp.) 222 West Sixth Street 8th Floor San Pedro, California 90731- 3316
	RN:2,214,744	February 13, 1998 Registered:	(Int'l Class: 29) Frozen seafood and frozen prepared dinners, entrees and side dishes consisting primarily of seafood, poultry, meat and/or vegetables	Contessa Premium Foods, Inc. (California Corp.) 222 West Sixth Street 8th Floor

Trademark	Serial No./ Registration No.	Date	Goods/Services	Owner
		1998	of pasta and grains	907313316
CONTESSA (Stylized)	RN:2,077,457	Filed: July 12, 1996 Registered: July 8, 1997	(Int'l Class: 29) [Frozen poultry and ] seafood; and frozen prepared dinners, entrees and side dish, consisting primarily of poultry, seafood and vegetables	Contessa Premium Foods, Inc. (California Corp.) 222 West Sixth Street 8th Floor San Pedro, California 90731- 3316
CONTESSA LE MENU	SN:77039938	Filed: November 8, 2006	(Int'l Class: 29) Frozen prepared dinners, entrees and side dishes consisting primarily of seafood, poultry, meat, vegetables, pasta and/or grains	Contessa Premium Foods, Inc. (California Corp.) Eighth Floor 222 West Sixth Street San Pedro, California 907313356
CONTESSA	SN:78976291	Filed:	(Int'l Class: 29) Frozen shrimp	Contessa Premium Foods, Inc.
PLATINUM	RN:2,993,407	October 22, 2003 Registered: September 6, 2005		(California Corp.) 222 West Sixth Street 8th Floor San Pedro, California 907313316
CONTESSA	SN:78798532	IFiled:		Contessa Premium Foods, Inc.
		January 24, 2006 Registered: March 30, 2010	dinners, entrees and side dishes consisting primarily of seafood, poultry, meat, or vegetables (Int'l Class: 30) Frozen prepared dinners, entrees and side dishes consisting primarily of pasta or	(California Corp.) 222 West Sixth Street, Eighth Floor San Pedro, California 907313356
		Filed:	(Int'l Class: 29) Frozen shrimp; frozen entrees or	Contessa Premium Foods, Inc.
Design	I	October 18, 2004 Registered: May 22, 2007	side dishes consisting primarily of shrimp with sauces and/or seasonings	(California Corp.) 222 West Sixth Street 8th Floor San Pedro, California 90731- 3316
CONTESSA SHRIMP	SN:76252413	Filed:	(Int'l Class: 29) Frozen prepared dinners consisting	Contessa Premium Foods, Inc.
MEDITERRANEAN		May 3, 2001 Registered: February 26, 2002	primarily of shrimp and vegetables as well as pasta	(California Corp.) 222 West Sixth Street 8th Floor San Pedro, California 90731-
	SN:78662877	Filed:	(Int'l Class: 29) Frozen seafood and frozen,	Contessa Premium Foods, Inc.
APPRECIATE FINE I FOOD.	RN:3,317,208	uly 1, 2005	prepared dinners, entrees and side dishes consisting	California Corp.)

Trademark	Serial No./ Registration No.	Date	Goods/Services	Owner
		Registered: October 23, 2007	grains	222 West Sixth Street San Pedro, California 907313356
FROM POND TO PLATE	SN:76488412 RN:2,977,201	Filed: February 10, 2003 Registered: July 26, 2005	(Int'l Class: 29) Frozen seafood and frozen prepared dinners, entrees and side dishes consisting primarily of seafood	Contessa Premium Foods, Inc. (California Corp.) 222 West Sixth Street 8th Floor San Pedro, California 907313356
G (Stylized)	SN:77165748 RN:3,477,594	Filed: April 25, 2007 Registered: July 29, 2008	(Int'l Class: 29) Dinners, entrees and side dishes including seafood, poultry or meat	Contessa Premium Foods, Inc. (California Corp.) 222 West Sixth Street, 8th Floor San Pedro, California 907313356
G (Stylized)	RN:3,747,195		(Int'l Class: 42) Food packaging design	Contessa Premium Foods, Inc. (California Corp.) 222 West Sixth Street, 8th Floor San Pedro, California 907313316
G (Stylized)	RN:3,507,748	January 30, 2008	and side dishes consisting primarily of pasta or grains	Contessa Premium Foods, Inc. (California Corp.) 8th Floor 222 West Sixth Street San Pedro, California 907313316
3 and Design	1	anuary 4, 2008 r	need for environmental awareness, conservation	Contessa Premium Foods, Inc. California Corp.) 8th Floor

Trademark	Serial No./ Registration No.	Filing Date/ Registration Date	Goods/Services	Owner
(3)		Registered: June 16, 2009		222 West Sixth Street San Pedro, California 907313316
GREEN CUISINE	SN:77172606 RN:3,665,239	Filed: May 3, 2007 Registered: August 4, 2009	(Int'l Class: 35) Food packaging to the order and specification of others in the field of frozen prepared dinners, entrees and side dishes consisting primarily of seafood, poultry or meat (Int'l Class: 40) Food processing in the field of frozen prepared dinners, entrees and side dishes consisting primarily of seafood, poultry or meat (Int'l Class: 42) Food packaging design in the field of frozen prepared dinners, entrees and side dishes consisting primarily of seafood, poultry or meat	San Pedro, California 907313356
GREEN CUISINE		Filed: November 28, 2007 Registered: May 26, 2009		Contessa Premium Foods, Inc. (California Corp.) 8th Floor 222 West Sixth Street San Pedro, California 907313316
GREEN CUISINE	RN:3,624,915	Filed: June 6, 2008 Registered: May 19, 2009	(Int'l Class: 29) Pre-packaged dinners, entrees and side dishes consisting primarily of seafood, poultry or meat (Int'l Class: 30) Frozen prepared dinners, entrees and side dishes consisting primarily of pasta or grains	Contessa Premium Foods, Inc. (California Corp.) 222 West Sixth Street 8th Floor San Pedro, California 907313316
IT'S NOT JUST WHAT MANUFACTURERS PRODUCE, BUT HOW THEY PRODUCE THAT IMPACTS OUR ENVIRONMENT	RN:3,832,517	Filed: October 3, 2008 Registered: August 10, 2010	(Int'l Class: 29) Frozen seafood; frozen prepared dinners, entrees and side dishes consisting primarily of poultry, meat or seafood (Int'l Class: 30) Frozen prepared dinners, entrees and side dishes consisting primarily of grains or	Contessa Premium Foods, Inc.
		Filed: November 10,		Contessa Premium Foods, Inc. (California Corp.)

Trademark	Serial No./ Registration No.	Filing Date/ Registration Date	Goods/Services	Owner
		2004 Registered: October 23, 2007		222 West Sixth Street 8th Floor San Pedro, California 90731- 3316
LESS TIME IN THE KITCHEN. MORE TIME FOR LIFE.	SN:78980410 RN:3,476,720	Filed: March 9, 2006 Registered: July 29, 2008	(Int'l Class: 29) Frozen seafood; frozen prepared dinners, entrees and side dishes consisting primarily of seafood, poultry, meat, or vegetables	Contessa Premium Foods, Inc.
MICRO-STEAM	SN:77555464 RN:3,633,036	Filed: August 25, 2008 Registered: June 2, 2009	(Int'l Class: 30) Frozen prepared dinners, entrees and side dishes consisting primarily of pasta or	Contessa Premium Foods, Inc.
MISCELLANEOUS DESIGN		Filed: September 4, 1996 Registered: August 25, 1998	(Int'l Class: 29) Frozen foods, namely, seafood, chicken, meat, vegetables and mixtures thereof	Contessa Premium Foods, Inc. (California Corp.) 222 West Sixth Street 8th Floor San Pedro, California 907313316
AISCELLANEOUS DESIGN	RN:2,793,636		chicken, meat, vegetables and mixtures thereof	Contessa Premium Foods, Inc. (California Corp.) 222 West Sixth Street 8th Floor San Pedro, California 90731- 3316

Trademark	Serial No./ Registration No.	Filing Date/ Registration Date	Goods/Services	Owner
MISCELLANEOUS DESIGN	SN:77073668 RN:3,411,358	Filed: December 29, 2006  Registered: April 15, 2008	(Int'l Class: 29) Frozen shrimp	Contessa Premium Foods, Inc. (California Corp.) Eighth Floor 222 West Sixth Street San Pedro, California 907313356
NATURAL BALANCE	RN:3,442,463	Filed: October 14, 2005 Registered: June 3, 2008	(Int'l Class: 29) Frozen shrimp	Contessa Premium Foods, Inc. (California Corp.) 222 West Sixth Street 8th Floor San Pedro, California 907313316
NO FAT NATURALLY and Design  No Fat	RN:3,144,648	Filed: April 1, 2005 Registered: September 19, 2006	(Int'l Class: 29) Frozen shrimp	Contessa Premium Foods, Inc. (California Corp.) 8th Floor 222 W. 6th Street San Pedro, California 907313316
	RN:3,159,938	Filed: April 19, 2004 Registered: October 17, 2006	(Int'l Class: 29) Frozen shrimp	Contessa Premium Foods, Inc. (California Corp.) 222 West Sixth Street 8th Floor San Pedro, California 90731- 3316
	RN:3,917,824	October 1, 2009	(Int'l Class: 29) Frozen prepared entrees consisting primarily of meat, fish, poultry or vegetables (Int'l Class: 30) Frozen prepared entrees consisting primarily of pasta or rice	Contessa Premium Foods, Inc. (California Corp.) 222 West 6th Street, 8th Floor San Pedro, California 90731

Trademark	Serial No./ Registration No.	Date	Goods/Services	Owner
		February 8, 2011		
ON THE STOVE and Design on the STOVE	SN:77839568 RN:3,929,540	Filed: October 1, 2009 Registered: March 8, 2011	(Int'l Class: 29) Frozen prepared entrees consisting primarily of meat, fish, poultry or vegetables (Int'l Class: 30) Frozen prepared entrees consisting primarily of pasta or rice	Contessa Premium Foods, Inc. (California Corp.) 222 West 6th Street, 8th Floor San Pedro, California 90731
PARTY PLATTER	SN:76313449 RN:2,588,349	Filed: September 12, 2001 Registered: July 2, 2002	(Int'l Class: 29) Packaged frozen shrimp on a tray	Contessa Premium Foods, Inc. (California Corp.) 222 West Sixth Street 8th Floor San Pedro, California 90731
POND DIRECT	SN:78317331 RN:3,159,805	Filed: October 22, 2003 Registered:	(Int'l Class: 29) Frozen shrimp; and frozen dinners, entrees and side dishes consisting of shrimp with and without vegetables, pasta, rice, sauces and/or seasonings, including shrimp and linguine dishes, and shrimp pizzas	Contessa Premium Foods, Inc. (California Corp.) 222 West Sixth Street 8th Floor San Pedro, California 90731- 3316
SELECT HARVEST	SN:78946798 RN:3,376,083	Filed: August 7, 2006 Registered: January 29, 2008		Contessa Premium Foods, Inc. (California Corp.) 8th Floor 222 W. 6th Street San Pedro, California 907313316
SET THE STAGE	RN:3,536,199	Filed: October 29, 2007 Registered: November 25, 2008	(Int'l Class: 41) Providing computerized online information in the field of home entertaining (Int'l Class: 43) Providing computerized online information in the field of cooking	Contessa Premium Foods, Inc. (California Corp.) 222 West Sixth Street, 8th Floor San Pedro, California 907313316
SHANGHAI and Design Shanghai	RN:1,770,238	March 20, 1992		Contessa Premium Foods, Inc. (California Corp.) 222 West Sixth Street 8th Floor San Pedro, California 90731- 3316
THE CULTURED	SN:73639861	Filed:	(Int'l Class: 29) Frozen shrimp	Contessa Premium Foods, Inc.

Trademark	Serial No./ Registration No.	Filing Date/ Registration Date	Goods/Services	Owner
PEARL OF SHRIMP	RN:1,451,090	January 15, 1987 Registered: August 4, 1987		(California Corp.) 222 West Sixth Street 8th Floor San Pedro, California 90731- 3316
TROPIC OF CONTESSA		Filed: July 10, 1998 Registered: November 13, 2001	(Int'l Class: 29) Frozen fruit	Contessa Premium Foods, Inc. (California Corp.) 222 West Sixth Street 8th Floor San Pedro, California 90731- 3316
YOU CAN BUY YOUR FRESH, BUT YOU CAN GET YOUR FROZEN FRESHER	RN:3,415,530	January 14, 2004	(Int'l Class: 30) Frozen prepared dinners, entrees and side dishes consisting primarily of pasta and grains	Contessa Premium Foods, Inc. (California Corp.) 222 West Sixth Street 8th Floor San Pedro, California 907313316
U	RN:1,643,750	April 27, 1990	(Int'l Class: 29) Frozen-prepared dinners, side dishes and entrees, consisting primarily of meat poultry or fish	Contessa Premium Foods, Inc. (California Corp.) 222 West Sixth Street 8th Floor San Pedro, California 90731- 3316

**RECORDED: 07/21/2011** 

- 11 -