

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Butterball, LLC		12/06/2010	LIMITED LIABILITY COMPANY: NORTH CAROLINA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A., as Administrative Agent		
<b>Street Address:</b>	231 S. LaSalle Street		
<b>Internal Address:</b>	Mail Code IL1-231-09-42		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60604		
<b>Entity Type:</b>	national banking association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 33</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3464317	BUTTERBALL	
Registration Number:	3170303	APPALACHIAN APPLEWOOD SMOKED HAM	
Registration Number:	3132931	BRAISED AUTUMN GOLD TURKEY BREAST	
Registration Number:	3132930	SAVORY BEECHWOOD SMOKED TURKEY BREAST	
Registration Number:	3161153	SUN-DRIED TOMATO & SWEET BASIL TURKEY BREAST	
Registration Number:	3126765	SECRET INGREDIENT: NATURE	
Registration Number:	3125206	STONE GROUND PEPPERCORN TURKEY BREAST	
Registration Number:	3132653	HARVEST MOON SLOW ROASTED TURKEY BREAST	
Registration Number:	3128266	SUMMER HERB AND GARLIC TURKEY BREAST	
Registration Number:	3128265	ORANGE BLOSSOM HONEY TURKEY BREAST	
Registration Number:	3188299	CAREFULLY GROWN & PREPARED	
Registration Number:	3146068	THE BEST TURKEY MAKES THE BEST TURKEY SANDWICH	

OP \$840.00 3464317

Registration Number:	2935601	PREMIUM CARVED
Registration Number:	2861112	IT'S HOW WE DO IT THAT DOES IT
Registration Number:	2861103	FRESH TASTE IS OUR PROMISE
Registration Number:	2670148	T-RIBS
Registration Number:	2687114	BUTTERBALL
Registration Number:	2011792	JUST PERFECT
Registration Number:	1879944	CARROLL'S FARM
Registration Number:	1943224	CARROLL'S FARM
Registration Number:	1883723	CAROLINA TURKEY NATURALLY BETTER VALUE
Registration Number:	1706993	CAROLINA TURKEY
Registration Number:	1593213	TURKEY SELECTS
Registration Number:	1474349	GOLDEN DELIGHT
Registration Number:	1501484	CAROLINA TURKEY
Registration Number:	1400556	BUTTERBALL
Registration Number:	1268796	TURKEY TALK-LINE
Registration Number:	1151836	BUTTERBALL
Registration Number:	1172448	GOLD CREST
Registration Number:	1194059	LI'L BUTTERBALL
Registration Number:	3707812	E-Z MENU IDEAS
Registration Number:	3740411	TURKEYTALK
Registration Number:	3513265	CAROLINA SELECTS

**CORRESPONDENCE DATA**

Fax Number: (919)416-8328  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 9192868041  
Email: pto\_tmconfirmation@mvalaw.com  
Correspondent Name: Moore & Van Allen PLLC  
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Address Line 2: Suite 500  
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	017625-004618 JES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	12/07/2010

**Total Attachments: 4**

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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of December 6, 2010 (as the same may be amended, modified, restated or supplemented from time to time, the "Security Agreement") by and among the Grantors from time to time party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks, trademark licenses and trademark applications set forth on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the trademarks, trademark licenses and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark, trademark license or trademark application.

[Signatures on following pages]

Very truly yours,

BUTTERBALL, LLC,  
a North Carolina limited liability company

By: Edward W. Kacsuta  
Name: Edward W. Kacsuta  
Title: Chief Financial Officer

Notice Address:

Butterball, LLC  
One Butterball Lane  
PO Box 2389  
Garner, North Carolina 27529  
Attention: Edward Kacsuta

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,  
as Administrative Agent

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

Name: Anne Zeschke

Title: Vice President

BUTTERBALL, LLC  
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK  
REEL: 004427 FRAME: 0130

**Schedule 1**

**Butterball, LLC  
(NC LLC)**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
BUTTERBALL	3464317	07/08/08
APPALACHIAN APPLEWOOD SMOKED HAM	3170303	11/07/06
BRAISED AUTUMN GOLD TURKEY BREAST	3132931	08/22/06
SAVORY BEECHWOOD SMOKED TURKEY BREAST	3132930	08/22/06
SUN-DRIED TOMATO & SWEET BASIL TURKEY BREAST	3161153	10/17/06
SECRET INGREDIENT: NATURE	3126765	08/08/06
STONE GROUND PEPPERCORN TURKEY BREAST	3125206	08/01/06
HARVEST MOON SLOW ROASTED TURKEY BREAST	3132653	08/22/06
SUMMER HERB AND GARLIC TURKEY BREAST	3128266	08/08/06
ORANGE BLOSSOM HONEY TURKEY BREAST	3128265	08/08/06
E-Z MENU IDEAS	3707812	11/10/09
TURKEYTALK	3740411	01/19/10
CAROLINA SELECTS	3513265	10/07/08
CAREFULLY GROWN & PREPARED	3188299	12/19/06
THE BEST TURKEY MAKES THE BEST TURKEY SANDWICH	3146068	09/19/06
PREMIUM CARVED	2935601	03/22/05
IT'S HOW WE DO IT THAT DOES IT	2861112	07/06/04
FRESH TASTE IS OUR PROMISE	2861103	07/06/04
T-RIBS	2670148	12/31/02
BUTTERBALL	2687114	02/11/03
JUST PERFECT	2011792	10/29/96
CARROLL'S FARM and Design	1879944	02/21/95
CARROLL'S FARM and Design	1943224	12/19/95
CAROLINA TURKEY NATURALLY BETTER VALUE	1883723	03/14/95
CAROLINA TURKEY and Design	1706993	08/11/92
TURKEY SELECTS	1593213	04/24/90
GOLDEN DELIGHT	1474349	01/26/88
CAROLINA TURKEY	1501484	08/23/88
BUTTERBALL	1400556	07/08/86
TURKEY TALK-LINE	1268796	02/28/84
BUTTERBALL and Design	1151836	04/21/81
GOLD CREST	1172448	10/06/81
LI'L BUTTERBALL	1194059	04/20/82