OP \$690.00 1384526

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 ETAS ID: TM336455

| SUBMISSION TYPE: | NEW ASSIGNMENT | |
|-----------------------|--------------------------------------|--|
| NATURE OF CONVEYANCE: | Trademark Collateral Agreement - ABL | |
| SEQUENCE: | 1 | |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-----------------------------|----------|----------------|-----------------------|
| Vegetable Acquisition Corp. | | 03/24/2015 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| Name: | Citibank, N.A., as Agent | |
|-----------------|-------------------------------------|--|
| Street Address: | 390 Greenwich Street | |
| City: | New York | |
| State/Country: | NEW YORK | |
| Postal Code: | 10013 | |
| Entity Type: | National Association: UNITED STATES | |

PROPERTY NUMBERS Total: 27

| Property Type | Number | Word Mark |
|----------------------|---------|-----------------|
| Registration Number: | 1384526 | EAST TEXAS FAIR |
| Registration Number: | 323089 | POP-EYE |
| Registration Number: | 206995 | ROYAL PRINCE |
| Registration Number: | 1222759 | HAPPY CHEF |
| Registration Number: | 609690 | CREST TOP |
| Registration Number: | 634953 | SUGARY SAM |
| Registration Number: | 0748159 | PRINCELLA |
| Registration Number: | 921623 | HAPPY CHEF |
| Registration Number: | 830690 | POPEYE |
| Registration Number: | 787261 | WAGON MASTER |
| Registration Number: | 727305 | SHELL OUTS |
| Registration Number: | 1257728 | THE ALLENS |
| Registration Number: | 1518159 | HAPPY CHEF |
| Registration Number: | 1391213 | TINY TENDER |
| Registration Number: | 2561146 | POPEYE |
| Registration Number: | 1274455 | VEG-ALL |
| Registration Number: | 1670404 | VEG-ALL |
| Registration Number: | 866525 | VEG-ALL |

TRADEMARK REEL: 005487 FRAME: 0073

900319936

| Property Type | Number | Word Mark |
|----------------------|---------|-----------------------------------|
| Registration Number: | 3384097 | KENTUCKY WONDER STYLE |
| Registration Number: | 3387700 | BUTTERFIELD |
| Registration Number: | 3463240 | THE ALLENS |
| Registration Number: | 3437217 | HAPPY CHEF |
| Registration Number: | 3493373 | POPEYE |
| Registration Number: | 3473424 | CREST TOP |
| Registration Number: | 3499927 | STEAMSUPREME |
| Registration Number: | 3890644 | HEART HEALTHY TO YOUR GOOD HEALTH |
| Registration Number: | 3782976 | FRYERSIDES |

CORRESPONDENCE DATA

Fax Number: 2127514864

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 212-906-1200

Email: angela.amaru@lw.com

Correspondent Name: Latham & Watkins LLP c/o Angela M. Amaru

Address Line 1: 885 Third Avenue

Address Line 2: Suite 1000

Address Line 4: New York, NEW YORK 10022

| ATTORNEY DOCKET NUMBER: | 049133-0068 |
|-------------------------|---------------------|
| NAME OF SUBMITTER: | Angela M. Amaru |
| SIGNATURE: | /s/ Angela M. Amaru |
| DATE SIGNED: | 03/27/2015 |

Total Attachments: 7

source=Del Monte - Vegetable Acquisition TSA - ABL#page1.tif source=Del Monte - Vegetable Acquisition TSA - ABL#page2.tif source=Del Monte - Vegetable Acquisition TSA - ABL#page3.tif source=Del Monte - Vegetable Acquisition TSA - ABL#page4.tif source=Del Monte - Vegetable Acquisition TSA - ABL#page5.tif source=Del Monte - Vegetable Acquisition TSA - ABL#page6.tif source=Del Monte - Vegetable Acquisition TSA - ABL#page7.tif

TRADEMARK COLLATERAL AGREEMENT

This **TRADEMARK COLLATERAL AGREEMENT**, dated as of March 24, 2015 (this "Agreement"), is made by each of the signatories hereto indicated as a Grantor (each a "Grantor" and collectively, the "Grantors") in favor of Citibank, N.A., as Administrative Agent for the Secured Parties (in such capacity and together with its successors and assigns in such capacity, the "Agent").

WHEREAS, pursuant to that certain ABL Credit Agreement dated as of February 18, 2014, among Del Monte Foods, Inc., as the Borrower (the "*Borrower*"), Parent, the other Guarantors from time to time parties thereto, the Lenders from time to time parties thereto, and Citibank, N.A., as Administrative Agent (as amended by the First Amendment thereto dated as of May 7, 2014, as further amended by the Second Amendment and Limited Waiver thereto dated as of August 18, 2014 and as may be further amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "*ABL Credit Agreement*"), the Lenders have severally agreed to make extensions of credit to the Borrower upon the terms and conditions set forth therein, to the Borrower;

WHEREAS, as a condition precedent to the obligation of the Lenders to make their respective extension of credit to the Borrower under the ABL Credit Agreement, the Grantors entered into a Security Agreement dated as of February 18, 2014 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement") between each of the Grantors and the Agent, pursuant to which each of the Grantors granted to the Agent, for the benefit of the Secured Parties, a security interest in the Trademark Collateral (as defined below); and

WHEREAS, pursuant to the Security Agreement, each Grantor agreed to execute and deliver this Agreement, in order to record the security interest granted to the Agent for the benefit of the Secured parties with the United States Patent and Trademark Office.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Grantors hereby agree with the Agent as follows:

SECTION 1. Defined Terms

Capitalized terms used but not defined herein shall have the respective meanings given thereto in the Security Agreement, and if not defined therein, shall have the respective meanings given thereto in the ABL Credit Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral

SECTION 2.1 Grant of Security. Each Grantor hereby grants to the Agent, for the benefit of the Secured Parties, a security interest in all of the following property, in each case, wherever located and now owned or at any time hereafter acquired by such Grantor or in which such Grantor now has or at any time in the future may acquire any right, title or interest (collectively, the "*Trademark Collateral*") as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of such Grantor's Obligations:

all domestic, foreign and multinational trademarks, service marks, trade names, corporate names, company names, business names, fictitious business names, trade dress, logos, Internet domain names, other indicia of origin or source identification, and general intangibles of a like nature, whether registered or unregistered, and with respect to any and all of the foregoing: (i) all registrations and applications for registration thereof, including the registrations and applications

listed on Schedule A attached hereto, (ii) all renewals thereof, (iii) all of the goodwill of the business connected with the use of and symbolized by any of the foregoing, (iv) all rights to sue or otherwise recover for any past, present and future infringement, dilution, or other violation thereof, (v) all Proceeds of the foregoing, including license fees, royalties, income, payments, claims, damages and proceeds of suit now or hereafter due and/or payable with respect thereto, and (vi) all other rights of any kind accruing thereunder or pertaining thereto throughout the world.

SECTION 2.2 Certain Limited Exclusions. Notwithstanding anything herein to the contrary, in no event shall the Trademark Collateral include or the security interest granted under Section 2.1 hereof attach to any "intent-to-use" application for registration of a Trademark filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. § 1051, prior to the filing of a "Statement of Use" pursuant to Section 1(d) of the Lanham Act or an "Amendment to Allege Use" pursuant to Section 1(c) of the Lanham Act with respect thereto, solely to the extent, if any, that, and solely during the period, if any, in which, the grant of a security interest therein would impair the validity or enforceability of any registration that issues from such intent-to-use application under applicable federal law.

SECTION 3. Security Agreement

The security interest granted pursuant to this Agreement is granted in conjunction with the security interest granted to the Agent for the Secured Parties pursuant to the Security Agreement, and the Grantors hereby acknowledge and affirm that the rights and remedies of the Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

SECTION 4. Governing Law

THIS AGREEMENT AND THE RIGHTS AND DUTIES OF THE PARTIES HERETO SHALL BE CONSTRUED AND DETERMINED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK (INCLUDING SECTION 5-1401 AND SECTION 5-1402 OF THE GENERAL OBLIGATIONS LAW OF THE STATE OF NEW YORK) WITHOUT REGARD TO CONFLICTS OF LAW PRINCIPLES THAT WOULD REQUIRE APPLICATION OF THE LAWS OF ANOTHER JURISDICTION (OTHER THAN ANY MANDATORY PROVISIONS OF THE UCC RELATING TO THE LAW GOVERNING PERFECTION AND EFFECT OF PERFECTION OF THE SECURITY INTERESTS).

SECTION 5. Counterparts

This Agreement may be executed in counterparts (and by different parties hereto in different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract.

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IN WITNESS WHEREOF, each Grantor has caused this Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

VEGETABLE ACQUISITION CORP.

as Grantor

By:

Title: Chief Financial Officer

REEL: 005487 FRAME: 0077

Accepted and Agreed:

CITIBANK, N.A.,

as Agent

Ву: ___

Name: Title:

Christopher Marino Vice President and Director

REEL: 005487 FRAME: 0078

SCHEDULE A to TRADEMARK COLLATERAL AGREEMENT

TRADEMARK REGISTRATIONS AND APPLICATIONS

| Name of | Jurisdiction | Title | Issued Date | Status | Registration |
|-------------------|--------------|-------------|-------------|------------|--------------|
| Debtor/Grantor | | | | | No. |
| Vegetable | U.S.A. | EAST TEXAS | 02/25/1986 | Registered | 1384526 |
| Acquisition Corp. | | FAIR | | | |
| Vegetable | U.S.A. | POP-EYE | 04/02/1935 | Registered | 323089 |
| Acquisition Corp. | | | | | |
| Vegetable | U.S.A. | ROYAL | 12/15/1925 | Registered | 206995 |
| Acquisition Corp. | | PRINCE | | | |
| Vegetable | U.S.A. | HAPPY CHEF | 01/04/1983 | Registered | 1222759 |
| Acquisition Corp. | | | | | |
| Vegetable | U.S.A. | CREST TOP | 07/26/1955 | Registered | 609690 |
| Acquisition Corp. | | | | | |
| Vegetable | U.S.A. | SUGARY SAM | 09/25/1956 | Registered | 634953 |
| Acquisition Corp. | | | | | |
| Vegetable | U.S.A. | PRINCELLA | 04/16/1963 | Registered | 0748159 |
| Acquisition Corp. | | | | | |
| Vegetable | U.S.A. | HAPPY CHEF | 10/05/1971 | Registered | 921623 |
| Acquisition Corp. | | | | | |
| Vegetable | U.S.A. | POPEYE | 06/20/1967 | Registered | 830690 |
| Acquisition Corp. | | | | | |
| Vegetable | U.S.A. | WAGON | 03/23/1965 | Registered | 787261 |
| Acquisition Corp. | | MASTER | | | |
| Vegetable | U.S.A. | SHELL OUTS | 02/06/1962 | Registered | 727305 |
| Acquisition Corp. | | | | | |
| Vegetable | U.S.A. | THE ALLENS | 11/15/1983 | Registered | 1257728 |
| Acquisition Corp. | | | | | |
| Vegetable | U.S.A. | HAPPY CHEF | 12/27/1988 | Registered | 1518159 |
| Acquisition Corp. | | | | | |
| Vegetable | U.S.A. | TINY TENDER | 04/22/1986 | Registered | 1391213 |
| Acquisition Corp. | | | | | |
| Vegetable | U.S.A. | POPEYE | 04/16/2002 | Registered | 2561146 |
| Acquisition Corp. | | | | | |
| Vegetable | U.S.A. | VEG-ALL | 04/17/1984 | Registered | 1274455 |
| Acquisition Corp. | | | | | |
| Vegetable | U.S.A. | VEG-ALL | 12/31/1991 | Registered | 1670404 |
| Acquisition Corp. | | | | | |
| Vegetable | U.S.A. | VEG-ALL | 03/11/1969 | Registered | 866525 |
| Acquisition Corp. | | | | | |
| Vegetable | U.S.A. | KENTUCKY | 02/19/2008 | Registered | 3384097 |
| Acquisition Corp. | | WONDER | | | |
| | | STYLE | | | |
| Vegetable | U.S.A. | BUTTERFIELD | 02/26/2008 | Registered | 3387700 |
| Acquisition Corp. | | | | | |
| Vegetable | U.S.A. | THE ALLENS | 07/08/2008 | Registered | |

| Acquisition Corp. | Name of Debtor/Grantor | Jurisdiction | Title | Issued Date | Status | Registration |
|--|---------------------------|------------------|---------------|-------------|-------------|----------------|
| Vegetable | | | | | | No. |
| Acquisition Corp. | | II C A | HADDY CHEE | 05/27/2000 | D: - + 1 | 3403240 |
| Vegetable | | U.S.A. | HAPPI CHEF | 03/2//2008 | Registered | 2427217 |
| Acquisition Corp. | | II C A | DODENE | 00/26/2000 | Danistana d | 3437217 |
| Vegetable | | U.S.A. | POPETE | 08/26/2008 | Registered | 2402272 |
| Acquisition Corp. | | TICA | ODECT TOD | 07/22/2009 | Desistant | 3493373 |
| Vegetable | | U.S.A. | CREST TOP | 07/22/2008 | Registered | 2472424 |
| Acquisition Corp. ME | | TI C A | CTE A MCLIDDE | 00/00/2000 | Desistent | 34/3424 |
| Vegetable | | U.S.A. | | 09/09/2008 | Registered | 2400027 |
| Acquisition Corp. HEALTHY TO YOUR GOOD HEALTH | | TI C A | | 12/14/2010 | D ' 4 1 | 3499927 |
| Vogetable | | U.S.A. | | 12/14/2010 | Registered | 2000644 |
| Vegetable | Acquisition Corp. | | | | | 3890644 |
| Vegetable | | | | | | |
| Acquisition Corp. Design WHISKEY HOLLOW 10/28/2014 Pending ITU 86436621 | 37 (11 | TICA | | 04/27/2010 | D ' 4 1 | |
| Vegetable Acquisition Corp. U.S.A. WHISKEY HOLLOW 10/28/2014 Pending ITU 86436621 Vegetable Acquisition Corp. Great Britain POPEYE 05/10/1935 Registered 560045 Vegetable Acquisition Corp. Mexico ROYAL PRINCE 08/10/1994 Registered 469218 Acquisition Corp. Mexico PRINCELLA 08/10/1994 Registered 469217 Acquisition Corp. Mexico CREST TOP 08/10/1994 Registered 469211 Acquisition Corp. Mexico CREST TOP 08/10/1994 Registered 469211 Acquisition Corp. Mexico THE ALLENS 08/10/1994 Registered 469211 Acquisition Corp. Mexico VEG-ALL 09/23/1999 Registered 469221 Vegetable Acquisition Corp. Mexico STEAMSUPRE ME 10/31/2012 Registered 835399 Vegetable Acquisition Corp. Mexico STEAMSUPRE ME 10/28/2008 Registered 670434 Vegetable Acquisition Corp. Mexico CREST TOP & DAY ME | | U.S.A. | | 04/2//2010 | Registered | 2702076 |
| Acquisition Corp. HOLLOW 10/28/2014 Pending ITU Sequence Sequence | | T. C. A | • | | | 3/829/6 |
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| Acquisition Corp. Vegetable Mozambique PRINCELLA 10/15/2013 Filed 1997/13 Acquisition Corp. Vegetable Nigeria PRINCELLA 2013 Application | | | | | | |
| Vegetable Acquisition Corp.MexicoCREST TOP & DESIGN07/07/2009Registered936665Vegetable Acquisition Corp.Nigeria Acquisition Corp.ALLENS ALLENS PRESHLIKE SELECTS04/04/2012 05/09/2013Filed FiledF/TM/2012/0491 1Vegetable Acquisition Corp.Botswana, Lesotho, Malawi, Namibia, Swaziland (ARIPO Treaty)PRINCELLA09/2013 PRINCELLAApplication PendingVegetable Acquisition Corp.GhanaPRINCELLA09/16/2013 PRINCELLAFiled1997/13Vegetable Acquisition Corp.Mozambique PRINCELLA10/15/2013 PRINCELLAFiled24714/2013Vegetable Acquisition Corp.NigeriaPRINCELLA2013Application | | Canada | CHILL-RIPE | 08/18/2006 | Registered | 670434 |
| Acquisition Corp.DESIGNSignaryVegetable Acquisition Corp.NigeriaALLENS04/04/2012FiledF/TM/2012/0491Vegetable Acquisition Corp.AustraliaFRESHLIKE SELECTS05/09/2013Filed1556219Vegetable Acquisition Corp.Botswana, Lesotho, Malawi, Namibia, Swaziland (ARIPO Treaty)PRINCELLA09/2013Application PendingVegetable Acquisition Corp.GhanaPRINCELLA09/16/2013Filed1997/13Vegetable Acquisition Corp.MozambiquePRINCELLA10/15/2013Filed24714/2013Vegetable Acquisition Corp.NigeriaPRINCELLA2013Application | | | | | | |
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| Acquisition Corp.Image: Constraint of the | | | | | | |
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| Acquisition Corp. Lesotho, Malawi, Namibia, Swaziland (ARIPO Treaty) Vegetable Acquisition Corp. Vegetable Acquisition Corp. Vegetable Acquisition Corp. Vegetable Nigeria PRINCELLA 09/16/2013 Filed 1997/13 Filed 24714/2013 Filed 24714/2013 Application | Acquisition Corp. | | SELECTS | | | |
| Namibia, Swaziland (ARIPO Treaty) Vegetable Acquisition Corp. Vegetable Acquisition Corp. Vegetable Acquisition Corp. Vegetable Nigeria PRINCELLA 10/15/2013 Filed 24714/2013 Application Application | | Botswana, | PRINCELLA | 09/2013 | Application | |
| Swaziland (ARIPO Treaty) Vegetable Acquisition Corp. Vegetable Acquisition Corp. Vegetable Acquisition Corp. Vegetable Nigeria PRINCELLA 10/15/2013 Filed 24714/2013 Application Application | Acquisition Corp. | Lesotho, Malawi, | | | Pending | |
| Vegetable Acquisition Corp.Ghana Operation Corp.PRINCELLA PRINCELLA09/16/2013 Operation Corp.Filed Filed1997/13 1997/13Vegetable Acquisition Corp.Mozambique PRINCELLA10/15/2013 Operation Corp.Filed Application24714/2013 Application | | Namibia, | | | | |
| Vegetable Acquisition Corp.GhanaPRINCELLA09/16/2013Filed1997/13Vegetable Acquisition Corp.Mozambique PRINCELLA10/15/2013Filed24714/2013VegetableNigeriaPRINCELLA2013Application | | Swaziland | | | | |
| Vegetable Acquisition Corp.GhanaPRINCELLA09/16/2013Filed1997/13Vegetable Acquisition Corp.Mozambique PRINCELLA10/15/2013Filed24714/2013VegetableNigeriaPRINCELLA2013Application | | (ARIPO Treaty) | | | | |
| Acquisition Corp.PRINCELLA10/15/2013Filed24714/2013Vegetable Acquisition Corp.PRINCELLA2013Application | Vegetable | | PRINCELLA | 09/16/2013 | Filed | 1997/13 |
| Vegetable Acquisition Corp.Mozambique PRINCELLA10/15/2013Filed24714/2013VegetableNigeriaPRINCELLA2013Application | 1 ~ | | | | | |
| Acquisition Corp. Vegetable Nigeria PRINCELLA 2013 Application | | Mozambique | PRINCELLA | 10/15/2013 | Filed | 24714/2013 |
| Vegetable Nigeria PRINCELLA 2013 Application | | | | | | |
| | | Nigeria | PRINCELLA | 2013 | Application | |
| | Acquisition Corp. | | | | Pending | |

| Name of | Jurisdiction | Title | Issued Date | Status | Registration |
|-------------------|--------------|-----------|-------------|-------------|--------------|
| Debtor/Grantor | | | | | No. |
| Vegetable | South Africa | PRINCELLA | 09/13/2013 | Filed | 2013/25521 |
| Acquisition Corp. | | | | | |
| Vegetable | Zambia | PRINCELLA | 09/16/2013 | Filed | 971/2013 |
| Acquisition Corp. | | | | | |
| Vegetable | Costa Rica | PRINCELLA | 09/2013 | Filed | 2013-0010130 |
| Acquisition Corp. | | | | | |
| Vegetable | El Salvador | PRINCELLA | 09/23/2013 | Filed | E-130301-13 |
| Acquisition Corp. | | | | | |
| Vegetable | Guatemala | PRINCELLA | 09/2013 | Application | |
| Acquisition Corp. | | | | Pending | |
| Vegetable | Honduras | PRINCELLA | 09/2013 | Application | |
| Acquisition Corp. | | | | Pending | |
| Vegetable | Nicaragua | PRINCELLA | 09/2013 | Application | |
| Acquisition Corp. | | | | Pending | |
| Vegetable | China | PRINCELLA | 03/03/2014 | Filed | 14129997 |
| Acquisition Corp. | | | | | |
| Vegetable | Japan | PRINCELLA | 09/18/2013 | Registered | 5648054 |
| Acquisition Corp. | | | | | |

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