

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
Linden Oaks Corporation		12/08/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Birds Eye Foods, Inc.		
Street Address:	90 Linden Oaks		
City:	Rochester		
State/Country:	NEW YORK		
Postal Code:	14625		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	71557746	CHILL-RIPE	
Serial Number:	78518792	CHILL-RIPE	
Serial Number:	73616313	GARDEN CLASSICS	
CORRESPONDENCE DATA			
Fax Number:	(585)232-2152		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	5852311386		
Email:	bsalai@hselaw.com		
Correspondent Name:	Stephen B. Salai		
Address Line 1:	1600 Bausch & Lomb Place		
Address Line 4:	Rochester, NEW YORK 14604		
ATTORNEY DOCKET NUMBER:	87004.000002		
NAME OF SUBMITTER:	Stephen B. Salai		
Signature:	/stephen b. salai/		

CH \$90.00 71557746

Date:

12/12/2006

Total Attachments: 2

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EXHIBIT B
TRADEMARK PURCHASE AGREEMENT
TRADEMARK ASSIGNMENT

THIS ASSIGNMENT, dated to be effective as of December 13, 2006, and made by Linden Oaks Corporation, a Delaware corporation whose sole office is located at 103 Foulk Road, Suite 290, Wilmington, Delaware 19803 (or "Linden Oaks"), recites and provides:

WHEREAS, Linden Oaks is the owner of all right, title and interest in and to those certain trademarks, trade names and/or service marks identified on Schedule A hereto which are registered in the United States Patent and Trademark Office and/or the Canadian Intellectual Property Office to the extent noted on Schedule A hereto.

AND WHEREAS, Birds Eye Foods, Inc., a Delaware corporation whose principal office is located at 90 Linden Oaks, Rochester, New York 14625 (or "Birds Eye Foods"), is desirous of acquiring said Trademarks and the registrations thereof;

AND WHEREAS, it is desired that the assignment of said Trademarks be made of record in the United States Patent and Trademark Office and the Canadian Intellectual Property Office.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Linden Oaks does hereby assign and transfer unto said Birds Eye Foods, and for Birds Eye Foods' successors and assigns, all right, title and interest in and to each of said Trademarks, together with the goodwill of the business symbolized by said Trademarks, and the registrations thereof; and all income, royalties, damages, and payments now or hereafter due or payable in respect of the Trademarks, and the registrations thereof; and in and to all causes of action (either in law or in equity) and the right to sue, counterclaim, and recover for past, present, or future infringement of the rights assigned to Birds Eye Foods under this Assignment.

IN WITNESS WHEREOF, this instrument has been duly executed by a duly authorized officer of Linden Oaks to be effective on December 13, 2006.

LINDEN OAKS CORPORATION

By: Timothy Benjamin
Name: Timothy Benjamin
Title: President

**SCHEDULE A
TO
TRADEMARK ASSIGNMENT**

Identification of Trademarks

United States Registrations

<u>Mark</u>	<u>USPTO Reg. Number</u>	<u>Serial Number</u>	<u>Date of Registration</u>
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CHILL-RIPE	560,051	71/557,746	6/17/1952
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I/C 29 - Frozen seedless purees of fruits and berries, whole fruits and berries, and sliced, diced, and halved fruit

CHILL-RIPE	3,103,231	78/518,792	6/13/2006
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I/C 29 - Processed fruits; processed vegetables; mozzarella sticks; veggie fries; frozen vegetables.

I/C 30 - French toast sticks, pasta, and hush puppies.

GARDEN CLASSICS	1,468,571	73/616,313	12/8/1987
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I/C 31 - Frozen vegetables

Canada Registrations

<u>Mark</u>	<u>CIPO Reg. Number</u>	<u>Application Number</u>	<u>Date of Registration</u>
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CHILL-RIPE	TMA 670,434	1,258,882	8/18/2006
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Processed fruits; processed vegetables; mozzarella sticks; veggie fries; french toast sticks; pasta and frozen vegetables; hush puppies; vegetables, fruits.