

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Patcud Investments, Inc.		07/02/2009	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	JPMorgan Chase Bank, N.A., as Administrative Agent
Street Address:	P.O. Box 2558
City:	Houston
State/Country:	TEXAS
Postal Code:	77252
Entity Type:	National Association: UNITED STATES

**PROPERTY NUMBERS Total: 51**

Property Type	Number	Word Mark
Serial Number:	78818032	814 AMERICAS
Serial Number:	78818735	814 AMERICAS QUALITY PRODUCTS SINCE 1972
Registration Number:	3353907	AFFETTATI
Registration Number:	1631010	AGAR
Registration Number:	1654655	APPLE BLOSSOM
Registration Number:	2012417	BACON IN THE ROUND
Serial Number:	77534820	BACON LOVER'S CLUB
Serial Number:	77534818	BACON LOVER'S CLUB
Serial Number:	78818729	BACON LOVER'S CLUB
Serial Number:	77534816	BACON LOVER'S CLUB
Registration Number:	0968746	BLUEBIRD
Registration Number:	2506747	CEBECO
Registration Number:	0670691	DANDY
Registration Number:	2121792	DANZIG

CH \$1290.00 78818032

Registration Number:	0608072	EL GORDITO
Registration Number:	1297848	EL MINO
Registration Number:	2999501	E-Z LOCK SEAL
Registration Number:	1606560	FLAVOR-TAINER
Registration Number:	1964462	FLUTTER PACK
Registration Number:	3548046	GENUINE GOODNESS.
Registration Number:	1915224	GOLDEN CRISP BACON
Registration Number:	2691456	GRAND SALAMI
Serial Number:	77129256	HAMDINGER
Registration Number:	0670706	HI-FLAKE
Registration Number:	1640636	HOME OF SWEET APPLE-WOOD SMOKE FLAVOR
Registration Number:	2939640	LA ABUELITA
Registration Number:	3188770	LA ABUELITA
Registration Number:	1609953	LA FORTUNA
Registration Number:	3345185	LOVE WHAT YOU EAT!
Registration Number:	3326494	PARTY SOLUTION
Registration Number:	3528346	PATRICK CUDAHY
Serial Number:	7755210	PATRICK CUDAHY SINCE 1888
Registration Number:	1640648	PATRICK'S PRIDE
Registration Number:	0372713	PAVONE
Registration Number:	3031430	PAVONE
Registration Number:	3059960	PAVONE
Registration Number:	3454541	PAVONE DELI COMPANY
Registration Number:	1962180	PORTION PERFECT
Registration Number:	2030875	PORTION PERFECT
Registration Number:	0681220	QUEEN O'HEARTS
Registration Number:	2281246	REALEAN
Registration Number:	1757055	REALEAN
Registration Number:	1289220	RIOJANO
Registration Number:	1778437	ROYALEAN
Registration Number:	3254237	SIGNATURE SMOKE
Registration Number:	1629306	SNOW BALL
Registration Number:	2325862	SWEET APPLEWOOD FARMS
Registration Number:	1965370	THE CRAFT MASTERS SINCE 1888
Registration Number:	2000206	THE CRAFT MASTERS SINCE 1888

**TRADEMARK**

**REEL: 004061 FRAME: 0399**

Registration Number:	3197557	UN SABOR DE SU CASA
Registration Number:	1635605	WHITE CHAMPION

**CORRESPONDENCE DATA**

Fax Number: (703)610-6200  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 703-610-6100  
Email: boxip@hhlaw.com  
Correspondent Name: Valerie Brennan, Hogan & Hartson L.L.P.  
Address Line 1: 7930 Jones Branch Drive  
Address Line 2: Box Intellectual Property  
Address Line 4: McLean, VIRGINIA 22102

ATTORNEY DOCKET NUMBER:	82635.43
NAME OF SUBMITTER:	Valerie Brennan
Signature:	/VB/
Date:	09/15/2009

**Total Attachments: 8**  
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GRANT OF  
SECURITY INTEREST IN TRADEMARKS

THIS GRANT OF SECURITY INTEREST IN TRADEMARKS ("Agreement"), effective as of July 2, 2009, is made by Patcud Investments, Inc., a Delaware corporation (the "Grantor"), in favor of JPMorgan Chase Bank, N.A., as Administrative Agent (the "Agent") for the Secured Parties (as defined in the Pledge and Security Agreement described below).

W I T N E S S E T H

WHEREAS, pursuant to the Amended and Restated Credit Agreement, dated as of July 2, 2009, among Smithfield Foods, Inc. (the "Borrower"), the Administrative Agent, the Guarantors party thereto including the Grantor, the banks and other financial institutions or entities from time to time parties thereto (the "Lenders") and other agents named therein, (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), the Lenders have severally agreed to make Loans (as defined in the Credit Agreement) and extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, in connection with the Credit Agreement, the Grantor has executed and delivered an Amended and Restated Pledge and Security Agreement, dated as of July 2, 2009, in favor of the Agent for the ratable benefit of the Secured Parties (as amended, restated, supplemented or otherwise modified from time to time, the "Pledge and Security Agreement");

WHEREAS, pursuant to the Pledge and Security Agreement, the Grantor pledged and granted to the Agent for the ratable benefit of the Secured Parties a continuing security interest in its Intellectual Property, including the Trademarks; and

WHEREAS, the Grantor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make Loans and other financial accommodations to the Borrower pursuant to the Credit Agreement, the Grantor agrees, for the benefit of the Agent and the Lenders, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Pledge and Security Agreement.

SECTION 2. Grant of Security Interest. The Grantor hereby pledges and grants a continuing security interest in the Trademarks (including, without limitation, those items listed on Schedule A hereto) to the extent not constituting Excluded Collateral, to the Agent for the ratable benefit of the Secured Parties to secure the Obligations.

SECTION 3. Purpose. This Agreement has been executed and delivered by the Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Lenders in connection with the Pledge and Security Agreement and is expressly subject to the terms and conditions thereof. The Pledge and Security Agreement (and all rights and remedies of the Lenders thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Lenders with respect to the security interest in the Trademarks granted hereby are more fully set forth in the Pledge and Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.


IN WITNESS WHEREOF, the parties hereto have caused this Grant of Security Interest in Trademark Rights to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

Patoud Investments, Inc.,  
a Delaware corporation

By: Charles McCarrick  
Name: Charles McCarrick  
Title: President/Assistant Secretary/  
Assistant Treasurer

*Signature Page to Grant of Security Interest in Trademark Rights*

JPMORGAN CHASE BANK, N.A.  
as Administrative Agent for the Lenders

By:   
Name: **BARBARA R. MARKS**  
Title: **EXECUTIVE DIRECTOR**

Signature Page to the  
Grant of Security Interest in Trademark Rights

**TRADEMARK**  
**REEL: 004061 FRAME: 0404**

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>814 AMERICAS</b>							
UNITED STATES	06-40042US	02/17/2006	78/818,032			ALLOWED	029
<b>814 AMERICAS QUALITY PRODUCTS SINCE 1972 (STYLIZED AND/OR WITH DESIGN)</b>							
UNITED STATES	06-40043US	02/20/2006	78/818,735			ALLOWED	029
<b>AFFETTATI</b>							
UNITED STATES	06-40040US	02/17/2006	78/817,999	12/11/2007	3,353,907	REGISTERED	029
<b>AGAR</b>							
UNITED STATES	18618.0009US	11/20/1989	74/003,727	01/08/1991	1,631,010	REGISTERED	29
<b>APPLE BLOSSOM</b>							
UNITED STATES	18618.0010US	11/20/1989	74/003,660	08/20/1991	1,654,655	REGISTERED	29
<b>BACON IN THE ROUND</b>							
UNITED STATES	18619.0056US	08/05/1994	74/557,551	10/29/1996	2,012,417	REGISTERED	029
<b>BACON LOVER'S CLUB</b>							
UNITED STATES	08-40161US	07/30/2008	77/534,820			PENDING	029
UNITED STATES	08-40163US	07/30/2008	77/534,818			PENDING	042
<b>BACON LOVER'S CLUB (STYLIZED AND/OR WITH DESIGN)</b>							
UNITED STATES	06-40044US	02/20/2006	78/818,729			ALLOWED	029
UNITED STATES	08-40160US	07/30/2008	77/534,816			PENDING	042
<b>BLUEBIRD &amp; Design</b>							
UNITED STATES	18618.0013US	05/25/1972	72/425,482	09/18/1973	968,746	REGISTERED	29
<b>BREAKFAST LOVER'S CLUB</b>							
UNITED STATES	08-40164US					PROPOSED	29
<b>CEBECO</b>							
UNITED STATES	18619.0081.TMUS00	01/08/2001	76/191,647	11/13/2001	2,506,747	REGISTERED	29
<b>DANDY</b>							
UNITED STATES	18619.0016.TMUS00	07/01/1957	72/032,926	12/02/1958	670,691	REGISTERED	29
<b>DANZIG &amp; Design</b>							
UNITED STATES	18619.0017.TMUS00	01/27/1997	75/232,114	12/16/1997	2,121,792	REGISTERED	29
<b>EL GORDITO (STYLIZED)</b>							
UNITED STATES	01994.0008.TMUS00	06/01/1954	71/667,386	06/28/1955	608,072	REGISTERED	29



COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>EL MINO</b>							
UNITED STATES	01994.0040.TMUS00	11/01/1982	73/401,226	09/25/1984	1,297,848	REGISTERED	029
<b>E-Z LOCK SEAL</b>							
UNITED STATES	01994.0026.TMUS00	06/19/2002	76/422,852	09/27/2005	2,999,501	REGISTERED	16
<b>FLAVOR-TAINER</b>							
UNITED STATES	18619.0019.TMUS00	11/20/1989	74/003,763	07/17/1990	1,606,560	REGISTERED	29
<b>FLUTTER PACK</b>							
UNITED STATES	01994.0019.TMUS00	10/12/1993	74/446,084	03/26/1996	1,964,462	REGISTERED	029
<b>GENUINE GOODNESS</b>							
UNITED STATES	08-40010US	01/23/2008	77/378,663	12/16/2008	3,548,046	REGISTERED	029

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>GOLDEN CRISP BACON</b>							
UNITED STATES	01994.0020.TMUS00	03/03/1994	74/496,196	08/29/1995	1,915,224	REGISTERED	29
<b>GRAND SALAMI</b>							
UNITED STATES	01994.0025.TMUS00	09/25/2000	76/134,492	02/25/2003	2,691,456	REGISTERED	29
<b>HAMDINGER</b>							
UNITED STATES	07-40077US	03/13/2007	77/129,256			ALLOWED	029
<b>HI-FLAKE</b>							
UNITED STATES	18619.0021.TMUS00	02/26/1958	72/046,604	12/02/1958	670,706	REGISTERED	29
<b>HOME OF SWEET APPLE-WOOD SMOKE FLAVOR</b>							
UNITED STATES	18619.0022.TMUS00	11/20/1989	74/003,760	04/09/1991	1,640,636	REGISTERED	29
<b>LA ABUELITA</b>							
UNITED STATES	01994.0024.TMUS01	04/23/2003	78/241,193	04/12/2005	2,939,640	REGISTERED	029
<b>LA ABUELITA (STYLIZED AND /OR DESIGN)</b>							
UNITED STATES	01994.0030.TMUS00	04/28/2005	78/619,170	12/26/2006	3,188,770	REGISTERED	029
<b>LA FORTUNA</b>							
UNITED STATES	18619.0026.TMUS00	11/20/1989	74/003,726	08/14/1990	1,609,953	REGISTERED	29
<b>LOVE WHAT YOU EAT!</b>							
UNITED STATES	01994.0027.TMUS00	02/01/2005	78/557,784	11/27/2007	3,345,185	REGISTERED	029
<b>PARTY SOLUTION</b>							
UNITED STATES	01994.0033.TMUS00	07/27/2005	78/679,756	10/30/2007	3,326,494	REGISTERED	029
<b>PATRICK CUDAHY</b>							
UNITED STATES	07-40132US	05/14/2007	77/180,459	11/04/2008	3,528,346	REGISTERED	029
<b>PATRICK CUDAHY SINCE 1888 (stylized and/or with design)</b>							
UNITED STATES	08-40183US	08/25/2008	77/555,210			PENDING	029
<b>PATRICK'S PRIDE</b>							
UNITED STATES	18619.0027.TMUS00	05/04/1990	74/055,746	04/09/1991	1,640,648	REGISTERED	29
<b>PAVONE</b>							
UNITED STATES	01994.0013.TMUS00	06/28/1937	71/394,589	11/14/1939	372,713	REGISTERED	029
UNITED STATES	01994.0013.TMUS02	12/01/2003	78/334,701	12/20/2005	3,031,430	REGISTERED	029
<b>PAVONE (DESIGN)</b>							
UNITED STATES	01994.0013.TMUS01	12/01/2003	78/334,694	02/21/2006	3,059,960	REGISTERED	029

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>PAVONE DELI COMPANY &amp; Design</b>							
UNITED STATES	01994.0028.TMUS01	01/05/2007	77/077,040	06/24/2008	3,454,541	REGISTERED	29
<b>PORTION PERFECT</b>							
UNITED STATES	01994.0017.TMUS00	01/15/1993	74/348,780	03/12/1996	1,962,180	REGISTERED	029
UNITED STATES	01994.0017.TMUS01	02/13/1995	74/633,581	01/14/1997	2,030,875	REGISTERED	029
<b>QUEEN O'HEARTS</b>							
UNITED STATES	01994.0014.TMUS00	02/26/1958	72/046,605	06/30/1959	681,220	REGISTERED	029
<b>REALEAN</b>							
UNITED STATES	01994.0015.TMUS02	07/07/1998	75/514,219	09/28/1999	2,281,246	REGISTERED	029
UNITED STATES	01994.0015.TMUS01	07/13/1992	74/300,967	03/09/1993	1,757,055	REGISTERED	029
<b>RIOJANO</b>							
UNITED STATES	01994.0039.TMUS00	09/24/1982	73/388,882	08/07/1984	1,289,220	REGISTERED	029
<b>ROYALEAN</b>							
UNITED STATES	01994.0031.TMUS00	12/27/1991	74/234,470	06/22/1993	1,778,437	REGISTERED	029
<b>SIGNATURE SMOKE</b>							
UNITED STATES	01994.0032.TMUS00	07/15/2005	78/671,164	06/19/2007	3,254,237	REGISTERED	029
<b>SNOW BALL</b>							
UNITED STATES	18619.0033.TMUS00	11/20/1989	74/003,758	12/25/1990	1,629,306	REGISTERED	29
<b>SWEET APPLEWOOD FARMS</b>							
UNITED STATES	01994.0023.TMUS00	12/03/1998	75/599,206	03/07/2000	2,325,862	REGISTERED	029
<b>THE CRAFT MASTERS SINCE 1888</b>							
UNITED STATES	01994.0021.TMUS01	03/13/1995	74/645,560	04/02/1996	1,965,370	REGISTERED	029
UNITED STATES	01994.0021.TMUS00	02/17/1994	74/490,811	09/10/1996	2,000,206	REGISTERED	029
<b>UN SABOR DE SU CASA</b>							
UNITED STATES	01994.0029.TMUS00	04/28/2005	78/619,164	01/09/2007	3,197,557	REGISTERED	029
<b>WHITE CHAMPION</b>							
UNITED STATES	01994.0018.TMUS00	11/20/1989	74/003,754	02/19/1991	1,635,605	REGISTERED	029