

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/26/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
IHF/GM Holding Corporation		09/23/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	ConAgra Foods Packaged Foods Company, Inc.
Street Address:	One ConAgra Drive
City:	Omaha
State/Country:	NEBRASKA
Postal Code:	68102
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	74274486	SMART CHOICE

CORRESPONDENCE DATA

Fax Number: (402)952-6870
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 4023413070
 Email: tdeutmeyer@mcgrathnorth.com
 Correspondent Name: Tracy L. Deutmeyer
 Address Line 1: 1601 Dodge Street, Suite 3700
 Address Line 4: Omaha, NEBRASKA 68102

NAME OF SUBMITTER:	Tracy L. Deutmeyer
Signature:	/Tracy L. Deutmeyer/
Date:	02/15/2006

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Total Attachments: 3

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CONAGRA DAIRY FOODS COMPANY", A DELAWARE CORPORATION,

"CONAGRA GPC, INC.", A DELAWARE CORPORATION,

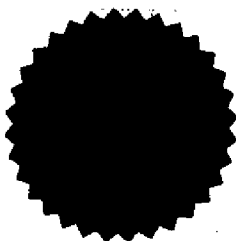
"IHF/GM HOLDING CORPORATION", A DELAWARE CORPORATION,

"LAMB-WESTON, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CONAGRA FOODS PACKAGED FOODS COMPANY, INC." UNDER THE NAME OF "CONAGRA FOODS PACKAGED FOODS COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 2004, AT 2:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2004, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3377268
TRADEMARK

REEL: 0032474 FRAME: 0668

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

**CONAGRA DAIRY FOODS COMPANY
CONAGRA GPC, INC.
IHf/GM HOLDING CORPORATION
LAMB-WESTON, INC.
(Each a Delaware Corporation)**

INTO

**CONAGRA FOODS PACKAGED FOODS COMPANY, INC.
(A Delaware Corporation)**

It is hereby certified that:

1. The name and state of incorporation of each of the constituent corporations of the merger is as follow:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
ConAgra Foods Packaged Foods Company, Inc. (hereinafter sometimes referred to as the "Corporation")	Delaware
ConAgra Dairy Foods Company	Delaware
ConAgra GPC, Inc.	Delaware
IHF/GM Holding Corporation	Delaware
Lamb-Weston, Inc. (hereinafter sometimes referred to together as the "Subsidiaries" or singularly as a "Subsidiary")	Delaware

2. The Corporation is the owner of all of the outstanding shares of each class of stock of each Subsidiary.
3. The Corporation hereby merges each Subsidiary into the Corporation.

4. Set forth below is a copy of the resolution adopted on September 22, 2004, by the Board of Directors of the Corporation to merge the said Subsidiaries into the Corporation:

"RESOLVED, that each of ConAgra Dairy Foods Company; ConAgra GPC, Inc.; IHF/GM Holding Corporation; and Lamb-Weston, Inc. is a wholly owned subsidiary of ConAgra Foods Packaged Foods Company, Inc., and shall be merged with and into ConAgra Foods Packaged Foods Company, Inc. in accordance with the Delaware Corporation Law. The issued shares of each subsidiary shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished. Each merger shall be effective as of 11:59 p.m. on September 26, 2004.

5. The merger shall be effective as of 11:59 p.m. on September 26, 2004.

DATED: September 23, 2004.

CONAGRA FOODS PACKAGED
FOODS COMPANY, INC.

By: Debra L. Keith
Debra L. Keith, Vice President, Tax