

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/28/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ConAgra Brands, Inc.		05/21/2007	CORPORATION: NEBRASKA

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	1349839	MANWICH
Registration Number:	0888780	MANWICH
Registration Number:	3042172	I WANT A MANWICH PLEASE

CORRESPONDENCE DATA

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

NAME OF SUBMITTER:	Tracy L. Deutmeyer
Signature:	/Tracy L. Deutmeyer/

OP \$90.00 1349839

Date:

07/13/2007

Total Attachments: 5

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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 MERGER, WHICH MERGES:

"CONAGRA BRANDS, INC.", A NEBRASKA CORPORATION, WITH AND INTO "CONAGRA FOODS RDM, INC." UNDER THE NAME OF "CONAGRA FOODS RDM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF MAY, A.D. 2007, AT 5:54 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-EIGHTH DAY OF MAY, A.D. 2007, AT 12:02 O'CLOCK A.M.

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

4304148 8100M

070603443



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5698676

DATE: 05-23-07

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:32 PM 05/22/2007
FILED 05:54 PM 05/22/2007
SRV 070603443 - 4304148 FILE

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

- FIRST:** The name of the surviving corporation is ConAgra Foods RDM, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is ConAgra Brands, Inc., a Nebraska corporation.
- SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.
- THIRD:** The name of the surviving corporation is ConAgra Foods RDM, Inc., a Delaware corporation.
- FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.
- FIFTH:** The authorized stock and par value of the non-Delaware corporation is as follows: 10,000 shares with \$1.00 per value.
- SIXTH:** The merger is to become effective on May 28, 2007 at 12:02 a.m.
- SEVENTH:** The Agreement of Merger is on file at One ConAgra Drive, Omaha, Nebraska 68102, an office of the surviving corporation.
- EIGHTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer on this 21st day of May, 2007.

By: Colleen Batcheler
Colleen Batcheler, Secretary

**ARTICLES OF MERGER
 OF
 CONAGRA BRANDS, INC.
 WITH AND INTO
 CONAGRA FOODS RDM, INC.**

To the Secretary of State
 State of Nebraska

Pursuant to the provisions of the Nebraska Business Corporation Act governing the merger of a domestic corporation with and into a foreign corporation, the corporations hereinafter named do hereby adopt the following articles of merger.

1. The names of the merging entities are **CONAGRA BRANDS, INC.**, a Nebraska corporation, and **CONAGRA FOODS RDM, INC.**, a Delaware corporation.

2. Attached hereto as Exhibit "A" is the Agreement and Plan of Merger which has been duly approved by the directors and all of the shareholders of **CONAGRA BRANDS, INC.**, and by the directors and sole shareholder of **CONAGRA FOODS RDM, INC.**

3. Shareholder approval of **CONAGRA BRANDS, INC.** was required, and the number of votes cast for the Agreement and Plan of Merger (as noted below) was sufficient for approval thereof:

<u>Designation of voting group</u>	<u>Number of shares outstanding</u>	<u>Total No. of votes entitled to be cast</u>	<u>Total No. of votes cast FOR</u>	<u>Total No. of votes cast AGAINST</u>
Common Stock	2,207	2,207	2,207	-0-

4. Shareholder approval of **CONAGRA FOODS RDM, INC.** was required, and the number of votes cast for the Agreement and Plan of Merger (as noted below) was sufficient for approval thereof:

<u>Designation of voting group</u>	<u>Number of shares outstanding</u>	<u>Total No. of votes entitled to be cast</u>	<u>Total No. of votes cast FOR</u>	<u>Total No. of votes cast AGAINST</u>
Common Stock	100	100	100	-0-

5. **CONAGRA FOODS RDM, INC.** will continue in existence as the surviving corporation under its present name.

6. The laws of Nebraska permit the merger of a domestic corporation with and into a foreign corporation, and the merger of **CONAGRA BRANDS, INC.** with and into **CONAGRA FOODS RDM, INC.** is in compliance with the laws of Nebraska.

7. The merger of **CONAGRA BRANDS, INC.** with and into **CONAGRA FOODS RDM, INC.** shall become effective in the State of Nebraska on May 28, 2007 at 12:02 a.m.

IN WITNESS WHEREOF, the undersigned entities hereby execute these Articles of Merger on the 21st day of May, 2007.

CONAGRA FOODS RDM, INC.

By: Scott E Messel
Scott E. Messel, Vice President, Treasurer

CONAGRA BRANDS, INC.

By: Colleen Batchelor
Colleen Batchelor, Assistant Secretary

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER approved effective as of May 21st, 2007, by **CONAGRA BRANDS, INC.**, a corporation organized under the laws of the State of Nebraska, and by joint resolution adopted by its Board of Directors and shareholders on said date, and approved effective as of May 21st, 2007, by **CONAGRA FOODS RDM, INC.**, a corporation organized under the laws of the State of Delaware, and by joint resolution adopted by its Board of Directors and sole shareholder on said date.

1. ConAgra Brands, Inc. and ConAgra Foods RDM, Inc. shall, pursuant to the provisions of the General Corporation Law of the State of Delaware and the Nebraska Business Corporation Act, be merged with and into a single corporation, to wit, ConAgra Foods RDM, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware and the Nebraska Business Corporation Act. The separate existence of ConAgra Brands, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the General Corporation Law of the State of Delaware and the Nebraska Business Corporation Act.

2. The Certificate of Incorporation of the surviving corporation as now in force and effect shall be the Certificate of Incorporation of said surviving corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

3. Each issued share of the terminating corporation shall, upon the effective date of the merger, be surrendered and extinguished and shall not be converted or exchanged in any manner. Each issued share of the surviving corporation shall not be converted or exchanged in any manner, and each said issued share of the surviving corporation which exists as of the effective date of the merger shall continue to represent one share of the surviving entity.

4. The effective date of the merger shall be May 28, 2007 at 12:02 a.m.