

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 Foods Packaged Foods Company, Inc.		05/28/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	ConAgra Foods Packaged Foods, LLC
Street Address:	One ConAgra Drive
City:	Omaha
State/Country:	NEBRASKA
Postal Code:	68102
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 47

Property Type	Number	Word Mark
Registration Number:	2753971	A WORLD OF FLAVOR AT THE CENTER OF THE PLATE
Registration Number:	1501555	ACTIONPOP
Registration Number:	1349791	AWARD
Registration Number:	2530585	BREAK OUT OF YOUR SHELL
Registration Number:	2234489	BUTTER THAN EVER
Registration Number:	0854255	COOKIN' BAG
Registration Number:	2521381	CORN ON THE COB
Registration Number:	2801213	CRUNCH 'N MUNCH
Registration Number:	1335725	DAVID
Registration Number:	1335726	
Registration Number:	2797292	EAT. SPIT. BE HAPPY.
Registration Number:	1467586	EXPRESS POP

OP \$1190.00 2753971

Registration Number:	3254042	FIESTA STIX
Serial Number:	76588856	FIT FOR KIDS
Serial Number:	76628350	FIT FOR KIDS
Registration Number:	2780525	GOLDEN CUISINE
Registration Number:	1478894	GOLDEN KITCHEN
Registration Number:	2823914	GOOD FOOD IN THE SPIRIT OF GOODWILL
Registration Number:	1595614	GRIST MILL SINCE 1917
Registration Number:	2951145	GRIST MILL SINCE 1917
Registration Number:	2854542	GRIST MILL SINCE 1917
Registration Number:	2319906	HEARTY ONE
Registration Number:	1850389	HOT SANDWICH TOPPERS
Registration Number:	2744723	MAX SNAX
Registration Number:	2744128	MAX SNAX
Registration Number:	2086763	
Registration Number:	1133244	
Registration Number:	2096542	
Registration Number:	1141887	
Registration Number:	1593291	MOVIETIME
Registration Number:	2732451	ONE STEP PAN PASTA
Registration Number:	3174449	ONE STEP PAN PASTA
Registration Number:	2765179	ONE-DISH CLASSICS
Registration Number:	2892914	PIZZA QUESADILLA
Registration Number:	2755723	POP 'N SERVE
Registration Number:	2786038	QUALITY MEALS MADE EASY
Serial Number:	78778604	SEEDMOBILE
Registration Number:	1477919	SENSIBLE CHEF
Registration Number:	2655015	SQUARE ROOTS
Registration Number:	2787425	SUPPLYING GOOD FOOD IN THE SPIRIT OF GOODWILL
Registration Number:	2848778	THE MAX MEALS
Registration Number:	2536577	THE ULTIMATE INDULGENCE
Registration Number:	2640957	TWIST & SPROUT
Registration Number:	2608122	VOGEL POPCORN
Registration Number:	1501553	VOGEL'S POP CORN
Registration Number:	2592080	WAVE WRAP
Serial Number:	76640543	YOU CAN RO*TEL THE DIFFERENCE

TRADEMARK

REEL: 003588 FRAME: 0954

CORRESPONDENCE DATA

Fax Number: (402)952-6870

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: trademark@mcgrathnorth.com

Correspondent Name: Tracy L. Deutmeyer

Address Line 1: 1601 Dodge Street

Address Line 2: Suite 3700 First National Tower

Address Line 4: Omaha, NEBRASKA 68102

NAME OF SUBMITTER:	Tracy L. Deutmeyer
Signature:	/Tracy L. Deutmeyer/
Date:	07/27/2007

Total Attachments: 2
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Delaware

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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 FOODS PACKAGED FOODS COMPANY, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CONAGRA FOODS PACKAGED FOODS, LLC" UNDER THE NAME OF "CONAGRA FOODS PACKAGED FOODS, LLC", A LIMITED LIABILITY COMPANY 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 5:49 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 O'CLOCK A.M.

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

4335387 8100M

070603411



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5698686

DATE: 05-23-07

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:33 PM 05/22/2007
FILED 05:49 PM 05/22/2007
SRV 070603411 ~ 4335387 FILE

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
DOMESTIC LIMITED LIABILITY COMPANY**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

- FIRST:** The name of the surviving limited liability company is **ConAgra Foods Packaged Foods, LLC** and the name of the corporation being merged into this surviving limited liability company is **ConAgra Foods Packaged Foods Company, Inc.**
- SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporation.
- THIRD:** The name of the surviving limited liability company is **ConAgra Foods Packaged Foods, LLC.**
- FOURTH:** The merger is to become effective on **May 28, 2007 at 12:00 a.m.**
- FIFTH:** The Agreement of Merger is on file at **One ConAgra Drive, Omaha, Nebraska 68102**, the place of business of the surviving limited liability company.
- SIXTH:** A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of any constituent limited liability company or stockholder of any constituent corporation.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person on this 21st day of May, 2007.

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