

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/30/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PINNACLE FOODS CORPORATION		09/30/2007	CORPORATION:

RECEIVING PARTY DATA

Name:	PINNACLE FOODS GROUP, INC.
Street Address:	C/O The Corporation Trust Company, Corporation Trust Center
Internal Address:	1209 Orange Street
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 40

Property Type	Number	Word Mark
Registration Number:	2729347	AGREE OR IT'S FREE
Registration Number:	2821235	ALL DAY BREAKFAST
Registration Number:	2827822	AMERICAN RECIPES
Registration Number:	2828360	CASA BRAVA
Registration Number:	2824133	CASA REGINA
Registration Number:	1513742	COUNTRY CLASSIC
Registration Number:	1399722	
Registration Number:	2362160	FRAZZLIN' FRIED CHICKEN WINGS
Registration Number:	1824509	GREAT STARTS
Registration Number:	1825316	GREAT STARTS
Registration Number:	2700757	GRILL CLASSICS

OP \$1015.00 2729347

Registration Number:	2896440	HEARTY HERO
Registration Number:	1086538	HUNGRY-MAN
Registration Number:	2819881	HUNGRY-MAN SPORTS GRILL
Registration Number:	2817333	HUNGRY-MAN STEAKHOUSE
Registration Number:	2924221	IT'S GOOD TO BE FULL
Registration Number:	0578795	MILWAUKEE'S
Registration Number:	0701940	OPEN PIT
Registration Number:	3053003	OVALS
Registration Number:	3034156	OVALS
Registration Number:	2705519	POTATO TOPPED
Registration Number:	2922651	RELISH MIXERS
Registration Number:	1898229	SANDWICH STACKERS
Registration Number:	2101531	SANDWICH STACKERS
Registration Number:	2101623	SANDWICH STACKERS
Registration Number:	2595161	SMASHIN' SAUCE
Registration Number:	1952990	SNACK'MMS
Registration Number:	2813076	SPORTS GRILL
Registration Number:	2432756	STACKERS
Registration Number:	2834498	STEAKHOUSE MIX
Registration Number:	2492390	SUPER STACKERS
Registration Number:	2968574	TASTE THE JUICY CRUNCH
Registration Number:	2507803	THAT'S THE BEST TASTING PICKLE I EVER HEARD
Registration Number:	2416646	THE ORIGINAL TV DINNER
Registration Number:	0699512	VLASIC
Registration Number:	2905128	VLASIC
Registration Number:	1429452	VLASIC
Registration Number:	2582767	VLASIC
Registration Number:	1890639	VLASIC
Registration Number:	2577113	VLASIC FARMS FRESH WHOLE MUSHROOMS FRESHEST TASTE FINEST QUALITY

CORRESPONDENCE DATA

Fax Number: (714)755-8290

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

Phone: 714-540-1235

Email: ipdocket@lw.com, kristin.azcona@lw.com

Correspondent Name: LATHAM & WATKINS LLP
Address Line 1: 650 Town Center Drive, 20th Floor
Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:

023299-0409

NAME OF SUBMITTER:

Kristin J. Azcona

Signature:

/kja/

Date:

11/14/2007

Total Attachments: 12

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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 OF "PINNACLE FOODS GROUP INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2007, AT 1:10 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2007.

2911079 8100
071185139



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6128613

DATE: 11-02-07

TRADEMARK
REEL: 003663 FRAME: 0466

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

PINNACLE FOODS CORPORATION

WITH AND INTO

PINNACLE FOODS GROUP INC.

(Pursuant to Section 253 of the General Corporation Law of the State of Delaware)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), Pinnacle Foods Group Inc., a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger (the "Merger") of the Company with Pinnacle Foods Corporation, a Delaware corporation (the "Subsidiary"), with the Company remaining as the surviving corporation:

FIRST: The Company is incorporated pursuant to the DGCL and was incorporated on June 19, 1998. The Subsidiary is incorporated pursuant to the DGCL and was incorporated on March 29, 2001.

SECOND: The Company owns all of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: The Board of Directors of the Company, by resolutions duly adopted by unanimous written consent dated September 21, 2007, pursuant to Section 141(f) of the DGCL, determined to merge the Company with the Subsidiary, with the Company remaining as the surviving corporation (the "Surviving Corporation") pursuant to Section 253 of the DGCL. A true copy of such resolutions is annexed hereto as Exhibit A and incorporated herein by reference. Said resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

FOURTH: The Company shall be the surviving corporation of the Merger.

FIFTH: The certificate of incorporation of the Company as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation.

SIXTH: That the merger shall become effective on September 30, 2007.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 25th day of September, 2007.

PINNACLE FOODS GROUP INC.

By: *K. Hagg*
Name: *Kelley Hagg*
Office: *SVB*

015529-0001-11226-NY01.2672496.2

TRADEMARK
REEL: 003663 FRAME: 0468

[Exhibit A]

[LLC Agreement to be Attached]

075529-0001-11226-NY01.2672505

TRADEMARK
REEL: 003663 FRAME: 0469

PINNACLE FOODS GROUP INC.

**Action Taken by Unanimous Written Consent
of the Board of Directors**

September [21], 2007

The undersigned Directors of Pinnacle Foods Group Inc. (the "Company"), constituting all of the directors of the Company, acting without a meeting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "DGCL"), hereby consent to and adopt the following resolutions:

APPROVAL OF AGREEMENT AND PLAN OF MERGER

WHEREAS, the Company, a Delaware corporation, owns all of the outstanding shares of the capital stock of Pinnacle Foods Management Corporation, a Connecticut corporation ("Subsidiary"); and

WHEREAS, the Board of Directors of the Company has deemed it advisable that the Company be merged with the Subsidiary pursuant to Section 253 of the General Corporation Law of the State of Delaware, with the Company remaining as the surviving corporation;

NOW, THEREFORE, BE IT AND IT HEREBY IS

RESOLVED, that the Company merge with the Subsidiary pursuant to and in accordance with Section 253 of the DGCL (the "Merger"), with the Company remaining as the surviving corporation (the "Surviving Corporation") of the Merger, and that all of the Subsidiary's property, rights, privileges and other assets be transferred to, and all of its obligations and liabilities be assumed by the Surviving Corporation;

RESOLVED FURTHER, that in accordance with Section 103(d) of the DGCL, the Merger shall become effective at the time of filing of the Certificate of Ownership and Merger hereinafter referred to with the Secretary of State of the State of Delaware or at such subsequent time or date as shall be specified and set forth therein (the "Effective Time");

RESOLVED FURTHER, that at the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof each share of Common Stock of the Subsidiary outstanding immediately prior to the Effective Time and each issued share of Common Stock of the Subsidiary held in the Subsidiary's treasury immediately prior to the Effective Time shall no longer be issued or outstanding, shall be cancelled without payment of any consideration therefor and shall cease to exist and each holder of a certificate or certificates which immediately prior to the Effective Time represented any such shares of Common Stock shall thereafter cease to have any rights with respect to such shares of Common Stock;

RESOLVED FURTHER, that any officer of the Company (each an "Authorized Officer") be, and each of them hereby is, authorized and directed to make, execute and acknowledge, in the name and on behalf of the Company, a Certificate of Ownership and Merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the foregoing resolutions relating to the Merger;

RESOLVED FURTHER, that all actions heretofore taken to date, and any and all things heretofore done by any officer or director of the Company in furtherance of and consistent with the matters authorized by the foregoing resolutions, are hereby in all respects authorized, approved, ratified and confirmed;

RESOLVED FURTHER, that the Authorized officers of the Company be, and each of them hereby is, authorized and directed to do and perform, or cause to be done and performed, all such acts, deeds and things to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates in the name and on behalf of the Company or otherwise as each such officer may deem necessary or appropriate to effectuate or carry out fully the purpose and intent of the foregoing resolutions and any of the transactions contemplated thereby; and it is further

RESOLVED, that the Secretary of the Company is hereby authorized to certify and deliver, to any person to whom such certification and delivery may be deemed necessary or desirable in the opinion of such Secretary, a true copy of the foregoing resolutions.

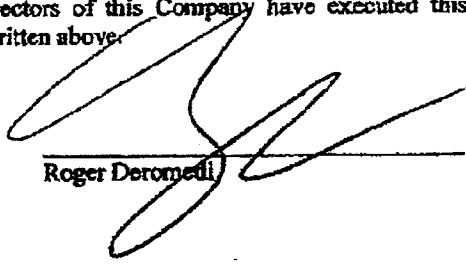
GENERAL ENABLING RESOLUTIONS

IT IS RESOLVED, that all actions heretofore taken by any officer of the Company in connection with any matter referred to in the foregoing resolutions are hereby approved, ratified and confirmed in all respects; and

IT IS RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to do and perform, or cause to be done and performed, all such acts, deeds and things and to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates, in the name and on behalf of the Company or otherwise as each such officer may deem necessary or appropriate to effectuate or carry out fully the purpose and intent of the foregoing resolutions and any of the transactions contemplated thereby; and

IT IS RESOLVED, that the Secretary of the Company is hereby authorized to certify and deliver, to any person to whom such certification and delivery may be deemed necessary or appropriate in the opinion of such Secretary, a true copy of the foregoing resolutions.

IN WITNESS WHEREOF, all the directors of this Company have executed this unanimous written consent as of the date first written above.



Roger Deromedi

Jeffrey P. Ansell

William Toler

Joseph Jimenez

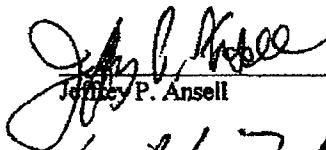
Prakash A. Melwani

Shervin Korangy

Jason Giordano

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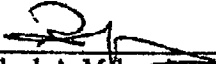
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IN WITNESS WHEREOF, the undersigned has executed this consent as of the date first written above.

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