

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		09/25/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Pinnacle Foods Group Inc.
Street Address:	One Old Bloomfield Ave
City:	Mountain Lakes
State/Country:	NEW JERSEY
Postal Code:	07046
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	77268529	STORKFORK
Serial Number:	77116971	GREAT TASTE IN EVERY BITE
Serial Number:	77090905	VLASIC FARMS
Serial Number:	78505446	AGREE OR IT'S FREE
Serial Number:	78387722	EXTREME DUNKERS
Serial Number:	78348254	GRABWICH

CORRESPONDENCE DATA

Fax Number: (248)594-0610
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 248.594.0600
 Email: tmdocketing@raderfishman.com
 Correspondent Name: Michael D. Fishman
 Address Line 1: 39533 Woodward Ave.
 Address Line 2: Suite 140

CH \$165.00 77268529

Address Line 4: Bloomfield Hills, MICHIGAN 48304

ATTORNEY DOCKET NUMBER: 66340-0999

NAME OF SUBMITTER: Michelle L. Visser

Signature: /Michelle L. Visser/

Date: 04/17/2008

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, WHICH MERGES:

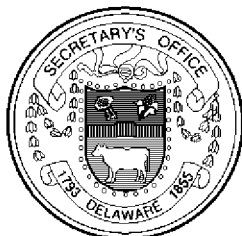
"PINNACLE FOODS CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "PINNACLE FOODS GROUP INC." UNDER THE NAME OF
"PINNACLE FOODS GROUP INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF SEPTEMBER,
A.D. 2007, 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.

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

2911079 8100M

071060028



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6040745

DATE: 10-01-07

TRADEMARK
REEL: 003762 FRAME: 0085

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: *SVP*

[Exhibit A]

[LLC Agreement to be Attached]

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.

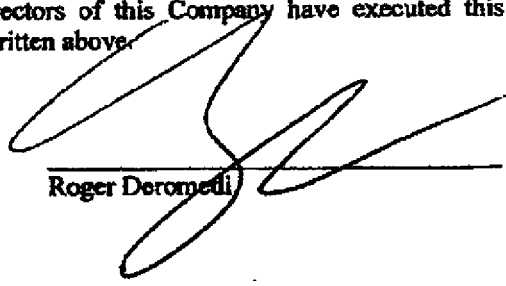
GENERAL ENABLING RESOLUTIONS

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

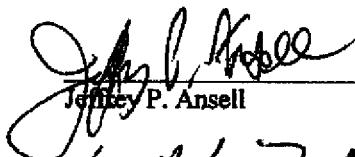
Prakash A. Melwani

Shervin Korangy

Jason Giordano

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

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