

10-02-1998

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



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MA 9-28-98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Date Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Date Year

Name
Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1794 FRAME: 0882

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name: _____
Address (line 1): _____
Address (line 2): _____
Address (line 3): _____
Address (line 4): _____

Correspondent Name and Address

Area Code and Telephone Number: (716) 325-5553

Name: Cumpston & Shaw
Address (line 1): Two State Street
Address (line 2): Suite 850
Address (line 3): Rochester, New York 14614
Address (line 4): _____

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

4

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

			1,725,994		

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41)

\$ 40.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

03-3875

Authorization to charge additional fees:

Yes

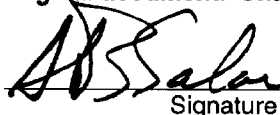
No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Stephen B. Salai

Name of Person Signing


Signature

September 24, 1998

Date Signed

RECORDATION FROM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Execution Date
Month Date Year
06221998

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
 Other
 Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

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Trademark Application Number(s)

Registration Number(s)

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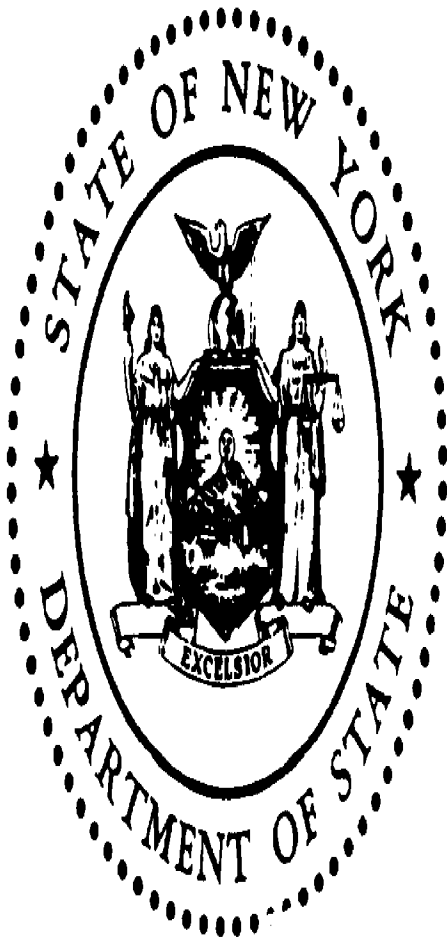
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State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

SEP 04 1998



A handwritten signature in black ink, appearing to read "J. Clark", written over a horizontal line.

Special Deputy Secretary of State

980701000343

CERTIFICATE OF MERGER
OF
PACKER FOODS, INC.
AND
PACKER'S PRIDE, INC.
INTO
AGRILINK FOODS, INC.

NOV 19 1997

Under Section 905 of the Business Corporation Law

The undersigned, being officers of AGRILINK FOODS, INC. hereby certify:

1. The names of the constituent corporations are: PACKER FOODS, INC., PACKER'S PRIDE, INC. and AGRILINK FOODS, INC. AGRILINK FOODS, INC. was formed under the name of CURTICE-BURNS, INC.

2. PACKER FOODS, INC. and PACKER'S PRIDE, INC. shall be merged into AGRILINK FOODS, INC., which shall be the Surviving Corporation.

3. (a) The authorized capital stock of PACKER FOODS, INC. consists of 5,000 common shares, without par value, of which 5,000 shares are outstanding and entitled to vote and owned by the Surviving Corporation. The number of outstanding shares is not subject to change prior to the Effective Date.

(b) The authorized capital stock of PACKER'S PRIDE, INC. consists of 58,000 common shares, without par value, of which 58,000 shares are outstanding and entitled to vote and owned by the Surviving Corporation. The number of outstanding shares is not subject to change prior to the Effective Date.

(c) The authorized capital stock of AGRILINK FOODS, INC. consists of 10,000 common shares, with a par value of \$.01 per share, of which 10,000 shares are outstanding and entitled to vote. The number of outstanding shares is not subject to change prior to the Effective Date.

4. The merger was authorized by the adoption of a Plan of Merger by the Board of Directors of the parent corporation, AGRILINK FOODS, INC. The merger is permitted by the laws of the jurisdiction of the foreign corporations, PACKER FOODS, INC. and PACKER'S PRIDE, INC. and is in compliance therewith.

5. The Certificate of Incorporation of PACKER FOODS, INC. was filed by the Michigan Department of State on July 12, 1982. The Certificate of Incorporation of PACKER'S PRIDE, INC. was filed by the Michigan Department of State on January 31, 1990. The foreign corporations have not filed applications for authority to do business in New York State. The Certificate of Incorporation of AGRILINK FOODS, INC. was filed by the New York Department of State on January 16, 1961.

IN WITNESS WHEREOF, we have signed this Certificate of Merger this 22 day of June, 1998 and hereby affirm the truth of the statements contained herein under penalty of perjury.

AGRILINK FOODS, INC.

By: Earl Powers

Name: Earl Powers

Title: Vice President-Finance C.F.O.

By: William Rice

Name: William Rice

Title: Secretary

980701000343

CERTIFICATE OF MERGER
OF
PACKER FOODS, INC.
AND
PACKER'S PRIDE, INC.
INTO
AGRILINK FOODS, INC.

Under Section 905 of the Business Corporation Law

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l.c.
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUL 01 1998
TAXS
BY:

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HARRIS BEACH & WILCOX, LLP
The Granite Building
130 East Main Street
Rochester, New York 14604

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