



101175023

Tab settings 10-15-99

To the Honorable Commissioner of Patents

original documents or copy thereof.

1. Name of conveying party(ies):

Holly Ridge Foods, Inc.

10-15-1999

name and address of receiving party(ies)

name: Lamb-Weston, Inc.

U.S. Patent & TMO/TM Mail Rpt Dt. #26

mail Address:

Street Address: 8701 West Gage Blvd.

City: Tri-Cities State: WA ZIP: 99302

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Delaware

Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignee)

Additional name(s) & address(es) attached? Yes No

Individual(s)

Association

General Partnership

Limited Partnership

Corporation-State North Carolina

Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other

Execution Date: September 1, 1999

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.

1,039,356

2,178,008

2,180,084

2,212,219

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Peter J. Georges

Internal Address: Breneman & Georges

Street Address: 3150 Commonwealth Ave.

City: Alexandria State: VA ZIP: 22305

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

18-2361

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

10/20/1999 MTHAL 1000097 102301 1039356

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00 of 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.

Peter J. Georges
Name of Person Signing

Signature

10/15/99
Date

Total number of pages including cover sheet, attachments, and document: 9

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK

REEL: 001976 FRAME: 0695

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER approved effective as of September 1, 1999, by **HOLLY RIDGE FOODS, INC.**, a business corporation organized under the laws of the State of North Carolina, by resolution adopted by its Board of Directors on said date, and approved effective as of September 1, 1999, by **LAMB-WESTON, INC.**, a business corporation organized under the laws of the State of Delaware, by resolution adopted by its Board of Directors on said date.

1. Holly Ridge Foods, Inc. and Lamb-Weston, Inc. shall, pursuant to the provisions of the North Carolina Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Lamb-Weston, 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. The separate existence of Holly Ridge Foods, 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 North Carolina 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 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. The bylaws of the surviving corporation as now in force and effect shall be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger in the State of Delaware shall continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. 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. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Agreement and Plan of Merger herein made and approved shall be submitted to the shareholders entitled to vote thereon of the terminating corporation and of the surviving

corporation for their approval or rejection in the manner prescribed by the provisions of the North Carolina Business Corporation Act and the General Corporation Law of the State of Delaware.

7. In the event that the Agreement and Plan of Merger shall have been approved by the shareholders entitled to vote of the terminating corporation and of the surviving corporation in the manner prescribed by the provisions of the North Carolina Business Corporation Act and the General Corporation Law of the State of Delaware, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of North Carolina and the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

9. The merger herein provided for shall become effective on September 27, 1999.

IN WITNESS WHEREOF, the Agreement and Plan of Merger is hereby executed upon behalf of each of the corporations thereto.

DATED effective the 1st day of September, 1999.

HOLLY RIDGE FOODS, INC.

LAMB-WESTON, INC.

By: Debra S. Keith
Debra Keith, Vice President, Tax

By: Debra S. Keith
Debra Keith, Vice President, Tax

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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:

"HOLLY RIDGE FOODS, INC.", A NORTH CAROLINA CORPORATION, WITH AND INTO "LAMB-WESTON, INC." UNDER THE NAME OF "LAMB-WESTON, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF SEPTEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 1999.

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



Edward J. Freel, Secretary of State

2155432 8100M

991374193

AUTHENTICATION: 9959397

DATE: 09-08-99

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 09/08/1999
991374193 - 2155432

CERTIFICATE OF MERGER
OF
HOLLY RIDGE FOODS, INC.
AND
LAMB-WESTON, INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
 - (i) Holly Ridge Foods, Inc., which is incorporated under the laws of the State of North Carolina; and
 - (ii) Lamb-Weston, Inc., which is incorporated under the laws of the State of Delaware.
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Holly Ridge Foods, Inc. in accordance with the laws of the State of its incorporation and by Lamb-Weston, Inc. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation in the merger herein certified is Lamb-Weston, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
4. The Certificate of Incorporation of Lamb-Weston, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.
5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

Lamb-Weston, Inc.
One ConAgra Drive
Omaha, Nebraska 68102-5001

6. A copy of the aforesaid Plan and Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of Holly Ridge Foods, Inc. consists of 10,100,000 shares divided into two (2) classes as follows:

<u>Class</u>	<u>No. of Shares</u>	<u>Par Value Per Share</u>
Class A Voting Common Stock	100,000	\$1.00
Class B Non-Voting Common Stock	10,000,000	\$0.00

8. The Agreement and Plan of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on September 27, 1999.

Dated: September 1, 1999.

HOLLY RIDGE FOODS, INC.

By: Debra S. Keith
Debra Keith
Its: Vice President, Tax

Dated: September 1, 1999.

LAMB-WESTON, INC.

By: Debra S. Keith
Debra Keith
Its: Vice President, Tax

STATE OF NORTH CAROLINA



Department of The
Secretary of State

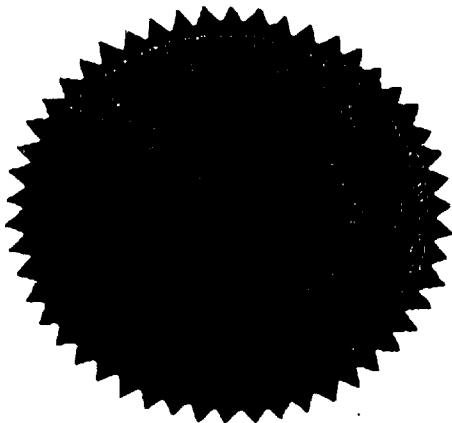
To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF MERGER
OF
HOLLY RIDGE FOODS, INC.
INTO
LAMB-WESTON, INC.

Th the original of which was filed in this office on the 10th day of September, 1999.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 10th day of September, 1999.



Elaine F. Marshall

Secretary of State

C

992539083

State of North Carolina
Department of the Secretary of State

CORP ID # 0339302

FILED

2:00 PM

SEP 10 1999

ARTICLES OF MERGER
FOREIGN AND DOMESTIC BUSINESS CORPORATION

Effective SEP 27 1999
ELAINE F. MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

Pursuant to Sections 55-11-05 and 55-11-07 of the General Statutes of North Carolina, the undersigned corporation does hereby submit the following Articles of Merger as the surviving corporation in a merger between a domestic business corporation and one or more foreign business corporations.

- The name of the surviving corporation is Lamb-Weston, Inc.
a corporation organized under the laws of Delaware; the name of the merged corporation is Holly Ridge Foods, Inc., a corporation organized under the laws of North Carolina.
- Attached is a copy of the Plan of Merger that was duly approved in the manner prescribed by law by each of the corporations participating in the merger.
- With respect to the surviving corporation (check either a or b, as applicable):
a. Shareholder approval was not required for the merger.
b. Shareholder approval was required for the merger and the plan of merger was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
- With respect to the merged corporation (check either a or b, as applicable):
a. Shareholder approval was not required for the merger.
b. Shareholder approval was required for the merger, and the plan of merger was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
- The merger is permitted by the law of the state or country of incorporation or organization of each foreign entity which is a party.
- Each foreign entity which is a party has complied or shall comply with the applicable laws of its state or country of incorporation or organization.
- These articles will be effective upon filing, unless a delayed date and/or time is specified: September 27, 1999

This is the 1st day of September, 1999

Lamb-Weston, Inc.

Name of Corporation

Debra A. Keith

Signature

Debra Keith, Vice President, Tax

Type or Print Name and Title

Notes:

- Filing fee is \$50. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.
- Certificate(s) of Merger must be registered pursuant to the requirements of N.C.G.S. Section 47-18.1

October 1998
CORPORATIONS DIVISION

P. O. BOX 29622

Form B-12
RALEIGH, NC 27626-0525