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12-22-2000



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

FORM PTO-1618A

Expires 09/30/99
OMB 0651-0027

DEC

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2000

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Date Year

Name Packer Foods, Inc.

06/22/1998

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

Receiving Party

Mark if additional names of conveying parties attached

Name: Agrilink Foods, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) P.O. Box 20670

Address (line 2) _____

Address (line 3) Rochester New York 14602-0670

City

State/Country

Zip Code

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

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

12/21/2000 NYHA11 00000358 193/863

01 FC:481
02 FC:482

40.00 OP
100.00 OP

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 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: 002198 FRAME: 0580

Domestic Representative Name and Address

Enter for the first Receiving Party only

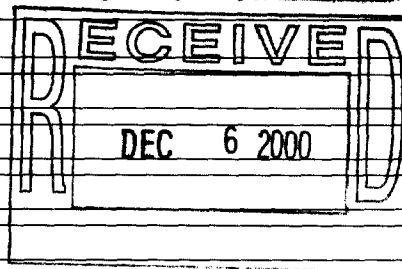
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



Correspondent Name and Address

Area Code and Telephone Number

(716) 232-6500

Name Harter, Secrest & Emery LLP

Address (line 1) 700 Midtown Tower

Address (line 2)

Address (line 3)

Address (line 4) Rochester, New York 14604

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

7

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)

1,937,863	1,621,446	1,725,994
1,294,707	1,455,588	

Number of Properties

Enter the total number of properties involved.

5

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 125.00

Method of Payment:
Deposit Account

Enclosed 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

November 30, 2000

Date Signed

**RECORDATION FROM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party

Enter additional 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

Enter additional 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/County 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 is attached (*Designation must be a separate document from the Assignment.*)

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)

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

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.

1

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

2

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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JUL 1 10 24 AM '98

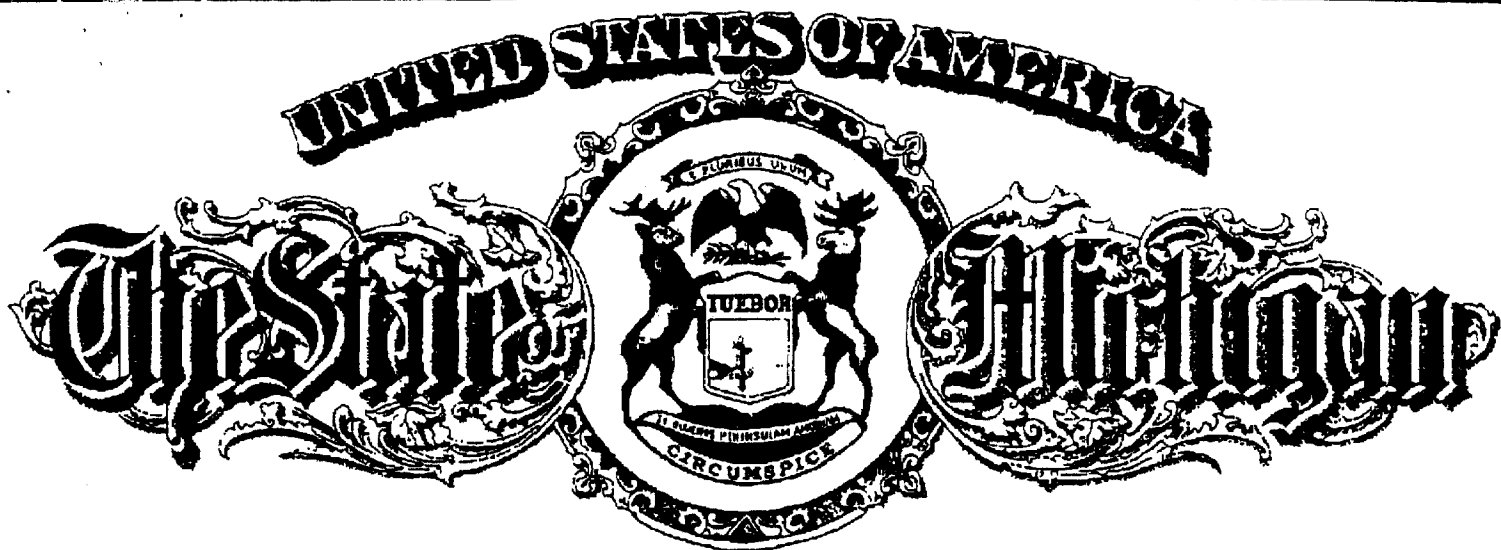
1.c.c.
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUL 01 1998
TAX \$ _____
BY: _____
Handwritten signature

3

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

980701000357
TRADEMARK

REEL: 002198 FRAME: 0585



Michigan Department of Consumer and Industry Services

Lansing, Michigan

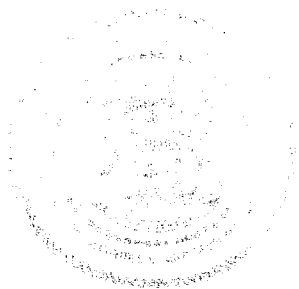
This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 11th day of August, 1998.

Julie Croll

, Director

Corporation, Securities and Land Development Bureau



MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

Date Received

(FOR BUREAU USE ONLY)

~~AUG 0 2 1998~~

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FILED

AUG 11 1998

Administrator
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

Name Carla J. Penazek, Harris Beach & Wilcox, LLP		
Address 130 East Main Street		
City Rochester	State New York	Zip Code 14604

EFFECTIVE DATE:

Document will be returned to the name and address you enter above

CERTIFICATE OF MERGER
For use by Parent and Subsidiary Profit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Certificate:

1. a. The name of each constituent corporation and its identification number is:

PACKER FOODS, INC.
PACKER'S PRIDE, INC.

211357
450884

AGRILINK FOODS, INC.

600-770

b. The name of the surviving corporation and its identification number is:

AGRILINK FOODS, INC.

600-770

c. For each subsidiary corporation, state:

Name of corporation

Number of outstanding shares in each class

Number of shares owned by the parent corporation in each class

PACKER FOODS, INC.

5,000 common shares

5,000 common shares

PACKER'S PRIDE, INC.

58,000 common shares

58,000 common shares

GOLD SEAL APPEARS ONLY ON ORIGINAL

TRADEMARK
REEL: 002198 FRAME: 0587

LB-24-1350-67807

d. The manner and basis of converting the shares of each constituent corporation is as follows:

non-surviving

All of the outstanding shares of each / corporation, all of which are owned by the surviving corporation, shall be cancelled as of the effective date of the merger.

e. The amendments to the Articles of Incorporation of the surviving corporation to be effected by the merger are as follows:

N/A

f. Other provisions with respect to the merger are as follows:

N/A

