

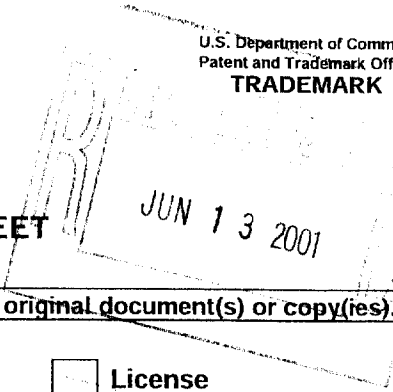
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COVER SHEET
MARKS ONLY



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 **License**

Security Agreement **Nunc Pro Tunc Assignment**

Merger **Effective Date**
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name **Execution Date**
Month Day Year

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** **Association**

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.)

06/18/2001 TDIAZ1 00000110 0538135
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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

REEL: 002315 FRAME: 0632

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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:

#

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.

Patrick C. Stephenson

6/11/01

Name of Person Signing

Signature

Date Signed

28205-NS
159684-S

ARTICLES OF MERGER OF
MILAC SALES COMPANY, INC. INTO AUG 26 AM 8:59
CAG 10, INC.

RECEIVED
SECRETARY OF STATE

SOS 26537MERG 082692082OR.AR

Pursuant to the provisions of Section 490.1105 of the Iowa Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging into a single corporation:

1. The Plan of Merger, attached hereto as Exhibit "A" was approved by each of the undersigned corporations in the manner prescribed by the Iowa Business Corporation Act.

2. CAG 10, Inc. has 10,000 shares of common stock outstanding and Milac Sales Company, Inc. has 50 shares of common stock outstanding.

3. As to Milac Sales Company, Inc., 50 shares of its commons stock voted FOR the Plan of Merger at a duly called and authorized meeting of shareholders on August 20, 1992.

4. As to CAG 10, Inc. (the "Surviving Corporation"), the Plan of Merger was duly adopted by the unanimous written consent of its sole shareholder on August 20, 1992.

DATED AUGUST 21, 1992.

MILAC SALES COMPANY, INC., an Iowa corporation

ATTEST:

Cathy A. Pacha
Secretary

By: [Signature]
Its: [Signature]

CAG 10, INC., an Iowa corporation

ATTEST:


Sue E. Barber
Assistant Secretary

By: [Signature]
Its: [Signature]

5

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)


Subscribed in my presence and sworn to before me by
Larry L. Pacha, the President of Milac
Sales Company, Inc., this 21st day of August, 1992.

 GENERAL NOTARY-State of Nebraska
LOU A. DEDINSKY
My Comm. Exp. Mar. 3, 1995

Lou A. Dedinsky
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)


Subscribed in my presence and sworn to before me by
Cathy A. Pacha, the Secretary of Milac
Sales Company, Inc., this 21st day of August, 1992.

 GENERAL NOTARY-State of Nebraska
LOU A. DEDINSKY
My Comm. Exp. Mar. 3, 1995

Lou A. Dedinsky
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

Subscribed in my presence and sworn to before me by
Bob Powdrill, the Vice President of CAG 10,
Inc., this 21st day of August, 1992.

 GENERAL NOTARY-State of Nebraska
LOU A. DEDINSKY
My Comm. Exp. Mar. 3, 1995

Lou A. Dedinsky
Notary Public

STATE OF Nebraska)
) ss.
COUNTY OF Douglas)

Subscribed in my presence and sworn to before me by
Sar E. Badberg, the Assistant Secretary of CAG 10,
Inc., this 21st day of August, 1992.

Ashen Ann Lewis
Notary Public

GENERAL NOTARY-State of Nebraska
ASHEN ANN LEWIS
My Comm. Exp. Febr. 10, 1994

EXHIBIT "A"

PLAN OF MERGER

.. PLAN OF MERGER ("Plan"), dated _____, 1992, among CAG 10, INC., an Iowa corporation ("CAG") and MILAC SALES, COMPANY, INC., an Iowa corporation ("Milac"). CAG and Milac are sometimes referred to hereinafter collectively as the "Constituent Corporations".

1. Names of Corporations Proposing to Merge. The names of the corporations proposing to merge are CAG 10, Inc. and Milac Sales Company, Inc.

2. Surviving Corporation. At the time of Merger, Milac shall be merged with and into CAG, one of the Constituent Corporations, which shall be the surviving Corporation, and the separate existence of Milac shall cease.

3. Effective Date. The effective date of the Merger (the "Effective Date") shall be upon the filing of the Articles of Merger with the Secretary of State of the State of Iowa and upon the issuance by such office of a Certificate of Merger.

4. Status and Conversion Securities. The status of outstanding securities of Milac and the manner and basis for converting or exchanging shares of capital stock of Milac into or for shares of capital stock of ConAgra, Inc. shall be as follows:

- (a) Milac Common Stock. The shares of Milac Common Stock outstanding immediately prior to the Effective Date (other than retired shares of Milac, all of which shall be cancelled) shall, on such date, be converted into and exchanged for an aggregate of Twelve Thousand (12,000) shares of ConAgra, Inc. Common Stock, \$5.00 par value, ("ConAgra Common Stock").
- (b) CAG Common Stock. The shares of CAG Common Stock held by ConAgra immediately prior to the Effective Date shall then constitute all of the issued and outstanding shares of the Surviving Corporation.
- (c) Rights Subsequent to Merger. From and after the Effective Date, the holders of certificates representing Milac Common Stock outstanding at such time shall cease to have any rights with respect to such stock and their sole rights shall be to receive shares of ConAgra Common Stock.
- (d) Exchange of Shares. On and after the Effective Date, each record holder of a certificate theretofore evidencing outstanding shares of Milac Common stock (other than retired shares of Milac), upon surrender of

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the same to the Surviving Corporation, shall be entitled to receive in exchange therefor certificates representing the number of full shares of ConAgra Common Stock into which the shares of Milac Common Stock theretofore represented by the certificate or certificates so surrendered shall have been converted pursuant to the provisions of this Section. Until so surrendered, each outstanding certificate which, prior to the Effective Date, represented Milac Common Stock (other than shares held in the treasury of Milac) will be deemed for all corporate purposes of ConAgra to evidence ownership of the number of full shares of ConAgra Common Stock into which the shares of Milac Common Stock represented thereby were converted; provided, however, that, until outstanding certificates formerly representing Milac Common Stock are so surrendered, no dividend or other distribution payable to holders of record of ConAgra Common stock as of any date subsequent to the Effective Date, shall be paid to the holders of such outstanding certificates in respect thereof. After the Effective Date, there shall be no further registration of transfers on the records of Milac of shares of Milac Common Stock which shall have been converted into ConAgra Common Stock pursuant to the provisions of this Section, and, if a certificate representing such shares is presented to the Surviving Corporation, it shall be cancelled and exchanged for certificates representing shares of ConAgra Common Stock as herein provided.

5. Articles of Incorporation, By-Laws, Directors. The Articles of Incorporation, By-Laws and Directors of CAG in effect immediately prior to the time the Merger becomes effective shall, from and after the Effective Date, be and continue to be the Articles of Incorporation, By-Laws and Directors of the Surviving Corporation.

6. No Interruption. This Plan is executed pursuant to the certain Agreement and Plan of Merger dated August 21, 1992 among the parties hereto and the shareholders of Milac. Nothing herein is intended to, or shall be deemed to, supersede or otherwise affect such Agreement and Plan of Merger and such Agreement and Plan of Merger remains in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be signed in their respective corporate names by their respective officers as of the day and year first above written.

CAG 10, INC., an Iowa corporation

By: _____
Its: _____

MILAC SALES COMPANY, Inc., an Iowa corporation

By: _____
Its: _____

ELAINE BAXTER
Secretary of State
FILED
Date: 8-26-42
Time: 8:57
Receipt: 1225886

IOWA

Receipt No. R205886

SECRETARY OF STATE

490 DP-159684
CAG 10, INC.
C/O MCGRATH LAW FIRM
ATTN. DAVID G. ANDERSON
2222 S 15TH ST STE 1100
OMAHA, NE 68102

ACKNOWLEDGMENT OF DOCUMENT FILED

The secretary of state acknowledges receipt of the following document from the filing party named above:

Articles of Merger

The document was filed on Aug. 26, 1992, at 08:59.

The amount of \$50.00 was received in full payment of the filing fee.



SECRETARY OF STATE