

08-14-2001

IN THE UNITED



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MARK OFFICE

ATTY. DKT.: T- 1095

Box POST REG FEE

Commissioner for Trademarks

2900 Crystal Drive

Arlington, VA 22202-3513



07-26-2001

U.S. Patent & TMO/TM Mail Rpt Dt. #34

TRADEMARK RECORDAL COVER SHEET

Please record the attached original documents or copies thereof.

1. Conveying Party: Creative Products Inc. of Rossville *07/26/01*
2. Receiving Party: ConAgra Grocery Products Company, a Corporation of the State of Delaware and having a place of business at 3353 Michelson Drive, Irvine, California 92612-0650.
3. Description of interest conveyed or transaction:
Entire interest in the registration and associated goodwill, by reason of a merger of Creative Products Inc. of Rossville with and into ConAgra Grocery Products Company.

Date of Execution: February 9, 2001

4. Trademark property affected: U.S. Trademark Registration No. 1,651,983, registered on July 23, 1991.

08/13/2001 AMMED1 00000190 1651983

01 FC:481

40.00 DP

TRADEMARK
REEL: 002347 FRAME: 0230

5. Address correspondence concerning this recordation request to:

Victor E. Libert
Libert & Associates
3 Mill Pond Lane
Powder Forest Business Park
P.O. Box 538
Simsbury, CT 06070-0538

Telephone: (860) 651-9321

Facsimile: (860) 651-5735

6. Number of trademark properties affected: one

7. Total Fee (37 CFR 1.21(h)) is \$40.00

Check No. 1868 in the amount of \$40.00 is enclosed as payment
of the required fee.

Any deficiency in the fee and any other charges necessary to effectuate recordal
may be charged to Deposit Account No. 12-1302 of Libert & Associates.

8. 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.

Date: July 23, 2001



Victor E. Libert
Registration Number 24,224

9. Total number of pages including cover sheet and document to be recorded: six

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

CREATIVE PRODUCTS, INC. OF ROSSVILLE
(An Illinois Corporation)

INTO

CONAGRA GROCERY PRODUCTS COMPANY
(A Delaware Corporation)

It is hereby certified that:

1. **CONAGRA GROCERY PRODUCTS COMPANY** (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of each class of stock of **CREATIVE PRODUCTS, INC. OF ROSSVILLE**, which is a business corporation of the State of Illinois.

3. The laws of the jurisdiction of organization of **CREATIVE PRODUCTS, INC. OF ROSSVILLE** permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

4. The Corporation hereby merges **CREATIVE PRODUCTS, INC. OF ROSSVILLE** into the Corporation.

5. Set forth below is a copy of the resolution adopted on February 9, 2001, by the Board of Directors of the Corporation to merge the said **CREATIVE PRODUCTS, INC. OF ROSSVILLE** into the Corporation:

"RESOLVED, that Creative Products, Inc. of Rossville, a wholly owned subsidiary of ConAgra Grocery Products Company, be merged with and into ConAgra Grocery Products Company in accordance with the Delaware Corporation Law and the Business Corporation Act of 1983 of the State of Illinois. The issued shares of Creative Products, Inc. of Rossville shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished. The merger shall be effective as of 11:59 p.m. Central time on February 25, 2001."

6. This Certificate of Ownership and Merger shall be effective as of 11:59 p.m. Central time on February 25, 2001.

DATED: February 9, 2001.

CONAGRA GROCERY PRODUCTS COMPANY


Debra Keith, Vice President -Tax

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REEL: 002347 FRAME: 0232

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"CREATIVE PRODUCTS, INC. OF ROSSVILLE", A ILLINOIS CORPORATION,

WITH AND INTO "CONAGRA GROCERY PRODUCTS COMPANY" UNDER THE NAME OF "CONAGRA GROCERY PRODUCTS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2001, AT 11:59 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0992432

DATE: 02-27-01

RECORDED: 07/26/2001

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