

08-29-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): A.M. Gilardi & Sons, Inc. (Ohio corporation) [Handwritten: 8/26/02]
[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[] Corporation-State
[] Other
Additional name(s) of conveying party(ies) attached? [] Yes [] No

2. Name and address of receiving party(ies)
Name: ConAgra Foods, Inc.
Internal Address:
Street Address: One ConAgra Drive
City: Omaha State: NE Zip: 68102
[] 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 assignment)
Additional name(s) & address(es) attached? [] Yes [] No

3. Nature of conveyance:
[] Assignment [] Merger
[] Security Agreement [] Change of Name
[] Other
Execution Date: 05/24/2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) See attached
B. Trademark Registration No.(s) See attached
Additional number(s) attached [] Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Patrick C. Stephenson
Internal Address:
McGrath, North, Mullin & Kratz, P.C.
Street Address: 222 South 15th Street
Suite 1400
City: Omaha State: NE Zip: 68102

6. Total number of applications and registrations involved: 47
7. Total fee (37 CFR 3.41) \$ 1,190.00
[] Enclosed
[] Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.
Patrick C. Stephenson
Name of Person Signing
[Signature]
Signature
8/17/02
Date

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002563 FRAME: 0038

OFFICE OF PUBLIC RECORDS
FINANCE SECTION
2002 AUG 26 AM 10:21

08/28/2002
01 FC:481
02 FC:482

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

A. Trademark Application Nos.

75601207	75731740	75919390	75596331	75670318	75893383
75672326	76210910	76213259	75882555	76158511	

B. Trademark Registration Nos.

2402897	2503102	2428472	2358741	2378207	2409419
2454280	2347844	2320457	2507588	0607387	1699271
2048701	1580361	1434869	1561679	2031727	1736866
1763374	1543744	1422137	1781614	1741536	1779092
1504200	1493392	1879961	2008004	1478896	1896371
1761577	2036920	2040462	1833980	1800332	2095485

Delaware

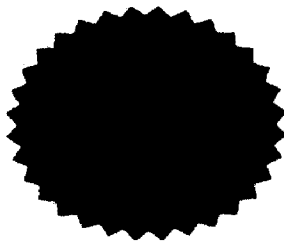
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The First State

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:

"A.M. GILARDI & SONS, INC.", A OHIO CORPORATION,
WITH AND INTO "CONAGRA FOODS, INC." UNDER THE NAME OF
"CONAGRA FOODS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE THIRTEENTH DAY OF AUGUST, A.D. 2002, AT 9
O'CLOCK A.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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020512788

AUTHENTICATION: 1934264

DATE: 08-13-02
TRADEMARK

REEL: 002563 FRAME: 0040

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

A.M. GILARDI & SONS, INC.
(An Ohio Corporation)

INTO

CONAGRA FOODS, INC.
(A Delaware Corporation)

It is hereby certified that:

1. **CONAGRA FOODS, INC.** (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 **A.M. GILARDI & SONS, INC.**, which is a business corporation of the State of Ohio.
3. The Corporation hereby merges **A.M. GILARDI & SONS, INC.** into the Corporation.
4. Set forth below is a copy of the resolution adopted on May 24, 2002, by the Board of Directors of the Corporation to merge the said **A.M. GILARDI & SONS, INC.** into the Corporation:

"RESOLVED, that A.M. Gilardi & Sons, Inc., a wholly owned subsidiary of ConAgra Foods, Inc., be merged with and into ConAgra Foods, Inc. in accordance with the Delaware Corporation Law and other applicable state law. The issued shares of A.M. Gilardi & Sons, Inc. 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."

DATED: May 24, 2002.

CONAGRA FOODS, INC.

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