

01-22-2003



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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):

Goodmark Foods, Inc. (North Carolina corporation)

1-14-03

- Individual(s) Association General Partnership Limited Partnership Corporation-State 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: 12/18/2002

2. Name and address of receiving party(ies)

Name: ConAgra Foods, Inc.

Internal Address:

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

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

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

1335728

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

Name: Patrick C. Stephenson

Internal Address:

McGrath North Mullin & Kratz, PC LLO

Street Address: 1601 Dodge Street

Suite 3700 First National Tower

City: Omaha State: NE Zip: 68102

6. Total number of applications and registrations involved:

9

7. Total fee (37 CFR 3.41) \$ 240.00

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

Handwritten signature

Signature

1/8/03

Date

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

01/22/2003 LUJELLER 00000005 1335728

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

01 FC:8521 02 FC:8522

40.00 OP 200.00 OP

TRADEMARK REEL: 002652 FRAME: 0834

Mark	Serial/Registration No.
ARROWHEAD	1,335,728
BREAK OUT OF YOUR SHELL	2,530,585
DAVID	1,335,725
DAVID & SONS	0,582,656
Miscellaneous Design	1,133,244
Miscellaneous Design	1,335,726
Miscellaneous Design	1,141,887
SUN CRISP	2,047,362
SUN CRISP	76/052878

Delaware

PAGE 1

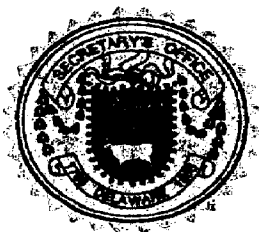
The First State

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:

"GOODMARK FOODS, INC.", A NORTH CAROLINA 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 TWENTY-THIRD DAY OF DECEMBER, A.D. 2002, AT 4:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, 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

0818944 8100M

AUTHENTICATION: 2168616

020794369

DATE: **TRADEMARK**

REEL: 002652 FRAME: 0836

CERTIFICATE OF OWNERSHIP AND MERGER

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:01 PM 12/23/2002
020794369 - 0818944

MERGING

GOODMARK FOODS, INC.
(A North Carolina 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 **GOODMARK FOODS, INC.**, which is a business corporation of the State of North Carolina.
3. The laws of the jurisdiction of organization of **GOODMARK FOODS, INC.** permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges **GOODMARK FOODS, INC.** into the Corporation.
5. Set forth below is a copy of the resolution adopted on December 18, 2002, by the Board of Directors of the Corporation to merge the said **GOODMARK FOODS, INC.** into the Corporation:

"RESOLVED, that Goodmark Foods, 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 Goodmark Foods, 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. The merger shall be effective as of 11:59 p.m. Central time on December 31, 2002."

6. This Certificate of Ownership and Merger shall be effective as of 11:59 p.m. Central time on December 31, 2002.

DATED: December 18, 2002.

CONAGRA FOODS, INC.


Debra Keith, Vice President, Tax