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DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings

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

1. Name of conveying party(ies):

ConAgra Grocery Products Ltd. a Canadian Corporation

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-Canada, 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: June 10, 2003

2. Name and address of receiving party(ies)

Name: ConAgra Foods Canada Inc./ Aliments ConAgra Canada Inc. Internal Address:

Street Address: 80 Tiverton Court, Ste. 600 City: Markham Ontario Canada

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-Canada, 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

0,870,562; 2,307,631; 2,311,996

Additional number(s) attached Yes No

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

Name: Brian T. McKernan

Internal Address:

Street Address: Suite 3700 First National Tower, 1601 Dodge Street

City: Omaha State: NE Zip: 68102

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41) \$ 90.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Brian T. McKernan Name of Person Signing

[Signature] Signature

7-2-03 Date

Total number of pages including cover sheet, attachments, and document: 3

07/15/2003 EDCOMPER 03000292 0870562

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

01 FC:8521 40.00 DP 02 FC:8522 50.00 DP



**Certificate
of Amendment**

**Certificat
de modification**

**Canada Business
Corporations Act**

**Loi canadienne sur
les sociétés par actions**

ConAgra Foods Canada Inc./

Aliments ConAgra Canada Inc.

385063-3

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the
above-named corporation were amended:

Je certifie que les statuts de la société
susmentionnée ont été modifiés:

a) under section 13 of the *Canada
Business Corporations Act* in
accordance with the attached notice;

a) en vertu de l'article 13 de la *Loi
canadienne sur les sociétés par
actions*, conformément à l'avis ci-joint;

b) under section 27 of the *Canada
Business Corporations Act* as set out in
the attached articles of amendment
designating a series of shares;

b) en vertu de l'article 27 de la *Loi
canadienne sur les sociétés par
actions*, tel qu'il est indiqué dans les
clauses modificatrices ci-jointes
désignant une série d'actions;

c) under section 179 of the *Canada
Business Corporations Act* as set out in
the attached articles of amendment;

c) en vertu de l'article 179 de la *Loi
canadienne sur les sociétés par
actions*, tel qu'il est indiqué dans les
clauses modificatrices ci-jointes;

d) under section 191 of the *Canada
Business Corporations Act* as set out in
the attached articles of reorganization;

d) en vertu de l'article 191 de la *Loi
canadienne sur les sociétés par
actions*, tel qu'il est indiqué dans les
clauses de réorganisation ci-jointes;

Director - Directeur

June 17, 2003 / le 17 juin 2003

Date of Amendment - Date de modification

Canada



- Name of the Corporation - Dénomination sociale de la société CONAGRA GROCERY PRODUCTS LIMITED/PRODUITS D'ALIMENTATION CONAGRA LIMITEE	2 -- Corporation No. - N° de la société 385063-3
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3 -- The articles of the above-named corporation are amended as follows: Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante :

To change the name of the Corporation from CONAGRA GROCERY PRODUCTS LIMITED/PRODUITS D'ALIMENTATION CONAGRA LIMITEE to CONAGRA FOODS CANADA INC./ALIMENTS CONAGRA CANADA INC.

AND

To add the following paragraphs to Section 3, Schedule A to the share conditions of the Articles of the Corporation:

COMMON SHARE CLAUSES

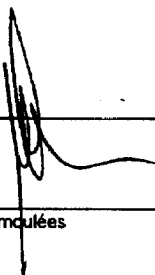
Common Shares

1. Voting.

The holders of the common shares shall be entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Corporation (except where the holders of a specified class are entitled to vote separately as a class as provided in the Canada Business Corporations Act) and each common share shall confer the right to 1 vote in person or by proxy at all meetings of shareholders of the Corporation.

2. Dissolution.

Subject to the rights of the holders of the Class A shares and the Class B shares, the holders of common shares are entitled to receive the remaining property of the Corporation upon a dissolution.

Date Jun 10, 2003	Signature 	4 -- Capacity of - En qualité de Director
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