



OFFICE OF PUBLIC RECORDS

Form PTO-109 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

102498177

Tab settings

FINANCE SECTION

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

1. Name of conveying party(ies):
 Artel, Inc. and
 Les Aliments Del Maestro Inc.
 Del Maestro Foods Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-~~State~~ Canada
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Name: ConAgra Frozen Foods Ltd.
 Internal
 Address: _____
 Street Address: 570 Cure Boivin
 City: Boisbriand ~~State~~ Quebec
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-~~State~~ 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: May 28, 2001

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
0,870,562; 2,307,631; 2,311,636
 Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 3

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

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 [Signature] 7-2-03
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 12

07/15/2003 EDDOPER 00000294 0870562
 01 FC:8521 40.00 OP
 02 FC:8522 50.00 OP

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

[LOGO]

Government of Quebec

CERTIFICATE OF AMENDMENT

Companies Act, Part IA *(R.S.Q., c. C-38)*

I hereby certify that

ALIMENTS SURGELÉS CONAGRA LTEE

and its version(s)

CONAGRA FROZEN FOODS LTD.

amended its articles on **May 28, 2001** pursuant to Part IA of the *Companies Act*, as set forth in the Articles of Amendment attached hereto.

*Filed in the register on May 28, 2001
under roll no. 1148483416*

[Seal]
Government of Quebec
Inspector General of
Financial Institutions

(signed) J.G. Turcotte
Inspector General of Financial Institutions

[LOGO]

Government of Quebec
Inspector General of
Financial Institutions

Form 5
ARTICLES OF AMENDMENT
Companies Act, R.S.Q., c. C-38
Part IA

1. Corporate name CONAGRA FROZEN FOODS LTD. ALIMENTS SURGELÉS CONAGRA LTEE	
2. <input type="checkbox"/> Application filed pursuant to Section 123.140 and following of the <i>Companies Act</i>	
3. The articles of the Company are amended as follows: The name of the Company has been changed from ARTEL INC. to CONAGRA FROZEN FOODS LTD. - ALIMENTS SURGELÉS CONAGRA LTEE	
4. Effective date, if different from the filing date (see instructions) May 28, 2001	5. Corporate name (or registration number) prior to amendment, if different from that set forth in box 1 ARTEL INC.

If space is insufficient, attach a schedule in two (2) copies.

Signature of

authorized director

(signed) Debra L.Keith, Director

For departmental use only

[Stamp]

Government of Quebec

Filed May 24, 2001

Inspector General of Financial Institutions

TRADEMARK
REEL: 002777 FRAME: 0812

[LOGO]

Government of Quebec

CERTIFICATE OF AMALGAMATION

Companies Act, Part IA *(R.S.Q., c. C-38)*

I hereby certify that the companies mentioned in the Articles of Amalgamation attached hereto have amalgamated on **May 28, 2001** pursuant to Part IA of the *Companies Act* into one company under the following corporate name

ARTEL INC.

As indicated in such articles.

*Filed in the register on May 28, 2001
under roll no. 1148483416*

[Seal]
Government of Quebec
Inspector General of
Financial Institutions

(signed) J.G. Turcotte
Inspector General of Financial Institutions

[LOGO]

Government of Quebec
Inspector General of
Financial Institutions

Form 6
ARTICLES OF AMALGAMATION
Companies Act, R.S.Q., c. C-38
Part IA

1. Corporate name of the company resulting from the amalgamation ARTEL INC.		1.1 <input checked="" type="checkbox"/> Simplified amalgamation
2. Judicial district where the company has established its head office in Quebec Judicial district of Terrebonne	3. Number (or permitted minimum and maximum number) of directors Minimum: 1 / Maximum: 10	4. Effective date if subsequent to filing May 28, 2001
5. Description of the company's share capital See Schedule 1		
6. Restrictions on the transfer of shares, if any See Schedule 2		
7. Limitations imposed on activities, if any n/a		
8. Other provisions See Schedule 3		
9. Amalgamating companies' corporate names	Signature of authorized director	
ARTEL INC.	(signed) Debra L. Keith	
LES ALIMENTS DEL MAESTRO INC. DEL MAESTRO FOODS INC.	(signed) Debra L. Keith	

If space is insufficient, attach a schedule in two (2) copies.

For departmental use only

[Stamp]
Government of Quebec
Filed May 24, 2001
Inspector General of Financial Institutions

CERTIFICAT DE FUSION

Loi sur les compagnies, Partie IA
(L.R.Q., chap. C-38)

J'atteste par les présentes que les compagnies mentionnées dans les statuts de fusion ci-joints ont fusionné le **28 MAI 2001**, en vertu de la partie IA de la Loi sur les compagnies, en une seule compagnie sous la dénomination sociale

ARTEL INC.

Tel qu'indiqué dans les statuts de fusion ci-joints.

Déposé au registre le 28 mai 2001
sous le matricule 1148 83416


inspecteur général des institutions financières




1 Dénomination sociale de la compagnie issue de la fusion ARTEL INC.		1.1 <input checked="" type="checkbox"/> Fusion simplifiée	
2 District judiciaire du Québec où la compagnie établit son siège social District judiciaire de Terrebonne	3 Nombre précis ou nombres minimal et maximal des administrateurs Minimum: 1 / Maximum: 10	4 Date d'entrée en vigueur si postérieure à celle du dépôt 28 mai 2001	
5 Description du capital-actions Voir annexe 1			
6 Restrictions sur le transfert des actions, le cas échéant Voir annexe 2			
7 Limites imposées à son activité, le cas échéant n/a			
8 Autres dispositions Voir annexe 3			
9 Dénomination sociale des compagnies qui fusionnent		Signature d'un administrateur autorisé	
ARTEL INC. LES ALIMENTS DEL MAESTRO INC. DEL MAESTRO FOODS INC.		<i>Debra L. Keith</i> <i>Debra L. Keith</i>	

Si l'espace est insuffisant, joindre une annexe en deux (2) exemplaires

Réservé à l'administration

C-218 (Rev. 05-95)
 A-110105-GG3907
 05/01/2000

 **Gouvernement du Québec**
Déposé le

24 MAI 2001

L'inspecteur général des
Institutions financières

CERTIFICAT DE MODIFICATION

Loi sur les compagnies, Partie IA
(L.R.Q., chap. C-38)

J'atteste par les présentes que la compagnie

ALIMENTS SURGÉLÉS CONAGRA LTÉE

et sa ou ses version(s)

CONAGRA FROZEN FOODS LTD.

a modifié ses statuts le **28 MAI 2001**, en vertu de la
partie IA de la Loi sur les compagnies, tel qu'indiqué dans les
statuts de modification ci-joints.

Déposé au registre le **28 mai 2001**
sous le matricule **1148 93416**

R. S. Turcotte

inspecteur général des institutions financières

Québec

1 Dénomination sociale CONAGRA FROZEN FOODS LTD. ALIMENTS SURGELÉS CONAGRA LTEE	
2 <input type="checkbox"/> Requête présentée en vertu de l'article 123.140 et suivants de la Loi sur les compagnies	
3 Les statuts de la compagnie sont modifiés de la façon suivante: The name of the company has been changed from ARTEL INC. to CONAGRA FROZEN FOODS LTD. - ALIMENTS SURGELÉS CONAGRA LTEE	
4 Date d'entrée en vigueur, si différente de la date du dépôt (voir directives) 28 mai 2001	5 Dénomination sociale (ou numéro matricule) antérieure à la modification, si différente de celle mentionnée à la case 1 ARTEL INC.

Si l'espace est insuffisant, joindre une annexe en deux (2) exemplaires.

Signature de
l'administrateur autorisé

Debra L. Kuhl

DIRECTOR

Réservé à l'administration

C-215 (Rev. 02-98)
A-110105-GG9907
DSC 01/2000



Gouvernement du Québec
Déposé le

24 MAI 2001

L'inspecteur général des
Institutions financières

APPLICATIONS/REGISTRATIONS OWNED BY ARTEL INC.

<u>Trade Mark</u>	<u>Registration/Serial Number</u>
ARTEL & DESSIN	503,900
ARTEL	503,899
ARTEL	513,534
BOY & POGO DESSIN	434,097
BOY DESIGN	158,803
BOY DESIGN	173,509
CHICKEN POGO AU POULET & DESSIN	523,864
CUISIEXPRESS	357,053
CUISIFRANCE & DESSIN	354,927
DELINEM & DESSIN	376,918
FINE TABLE PAR CUISIFRANCE	380,637
P'TITS PAINS PIZZA	506,055
PIZZA BUNS	454,579
PIZZA PILLOWS	483,995
POGO & DESSIN	458,824
POGO & DESSIN	452,967
POGO DESIGN	158,800
POGO DESIGN	173,510
POGO	151,268
POGO	167,553

<u>Trade Mark</u>	<u>Registration/Serial Number</u>
QUICK FESTIN PAR CUISIFRANCE	352,080
QUIK MEALS & DESSIN	506,064
REPAS RAPIDES & DESSIN	506,066
REPAS RAPIDES/QUIK MEALS & DESSIN	506,067
SAVEUR DE CHINE TASTE OF CHINA & DESSIN	471,088
SAVEUR DE CHINE	459,248
TARTE KOOKIE PID DESIGN	503,327
TASTE OF CHINA	459,243
YIN YANG & DESIGN	380,704
AMATRICIANA DELLA CAMPANIA & DESIGN	1,030,299
AROMATICA DI SICILIA & DESIGN	1,030,293
ARRABBIATA DI ROMA & DESIGN	1,030,292
BOLOGNESE DELL'EMILIA ROMAGNA & DESIGN	1,030,294
CARBONARA DEL PIEMONTE & DESIGN	1,030,295
CREATIVE CUISINE CREATIVE	1,004,081
CUISICAJUN	690,760
HOOGIE WRAPS	845,306
IF POGO IS NOT MARKED ON THE STICK, IT'S NOT A REAL POGO	1,024,483
MINI POGO ET DESSIN	1,085,509

<u>Trade Mark</u>	<u>Registration/Serial Number</u>
NAPOLITANA DI NAPOLI & DESIGN	1,030,296
ONION FINGERS	718,591
PESTO ALLA CREMA DI GENOVA & DESIGN	1,030,297
PITA SUBS	698,212
PIZZA RISTORANTE PIZZA	1,004,080
POGO ET DESSIN	1,085,508
POMODORO ALLA CREMA DELLA LIGURIA & DESIGN	1,030,298
SALCICCIA ITALIANA DELLA CALABRIA & DESIGN	1,030,291
SI POGO N'EST PAS MARQUE SUR LE BATON, CE N'EST PAS UN VRAI POGO	1,024,484
X CROSS STREAM & DESIGN	1,082,309