

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | |
|-------------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
|-------------------------|----------------|

| | |
|------------------------------|--------|
| NATURE OF CONVEYANCE: | MERGER |
|------------------------------|--------|

| | | | |
|-----------------------------|-----------------|-----------------------|-----------------------|
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Agrilink Foods, Inc. | | 08/19/2002 | CORPORATION: NEW YORK |

| | |
|-----------------------------|-----------------------|
| RECEIVING PARTY DATA | |
| Name: | Agrilink Merger Corp. |
| Street Address: | 90 Linden Oaks |
| City: | Rochester |
| State/Country: | NEW YORK |
| Postal Code: | 14625 |
| Entity Type: | CORPORATION: DELAWARE |

| | | |
|----------------------------------|---------------|------------------|
| PROPERTY NUMBERS Total: 1 | | |
| Property Type | Number | Word Mark |
| Registration Number: | 2134541 | PITTSBURGH |

| | |
|--|--------------------------------|
| CORRESPONDENCE DATA | |
| Fax Number: | (585)232-2152 |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | |
| Phone: | 5852311386 |
| Email: | bsalai@hselaw.com |
| Correspondent Name: | Stephen B. Salai |
| Address Line 1: | 1600 Bausch & Lomb Place |
| Address Line 4: | Rochester, NEW YORK 14604-2711 |

| | |
|--------------------------------|--------------|
| ATTORNEY DOCKET NUMBER: | 86004.001800 |
|--------------------------------|--------------|

| | |
|---------------------------|------------------|
| NAME OF SUBMITTER: | Stephen B. Salai |
|---------------------------|------------------|

| |
|---|
| Total Attachments: 6 source=Number 4#page1.tif source=Number 4#page2.tif source=Number 4#page3.tif source=Number 4#page4.tif source=Number 4#page5.tif |
|---|

CH \$40.00 2134541

FILING RECEIPT

=====

ENTITY NAME: AGRILINK MERGER CORP.

DOCUMENT TYPE: MERGER (UNA. BUSINESS)
PROCESS

COUNTY: UNKN

SERVICE COMPANY: CORPORATION SERVICE COMPANY

SERVICE CODE: 45

CONSTITUENT NAME: AGRILINK FOODS, INC.

=====

FILED:08/19/2002 DURATION:***** CASH#:020819000639 FILM #:020819000610

ADDRESS FOR PROCESS

EFFECT DATE

AGRILINK FOODS, INC.
ATTN PRESIDENT
ROCHESTER, NY 14625

90 LINDEN OAKS

08/19/2002

REGISTERED AGENT



| FILER | FEES | | PAYMENTS | |
|------------------------------|----------|--------|----------|--------|
| ----- | ----- | 170.00 | ----- | 170.00 |
| KIRKLAND & ELLIS | FILING | 60.00 | CASH | 0.00 |
| 153 EAST 53RD STREET 39TH FL | TAX | 0.00 | CHECK | 0.00 |
| NEW YORK, NY 10022 | CERT | 0.00 | CHARGE | 0.00 |
| | COPIES | 10.00 | DRAWDOWN | 170.00 |
| | HANDLING | 100.00 | BILLED | 0.00 |
| | | | REFUND | 0.00 |
| | | | ----- | |

710072AJC

DOS-1025 (11/89)

F020819000 610
#2

Certificate of Merger
of
Agrilink Foods, Inc.
(a New York corporation)
into
Agrilink Merger Corp.
(a Delaware corporation)

CSC 45

Under Section 907 of the Business Corporation Law

It is hereby certified, upon behalf of each of the constituent corporations herein named, as follows:

FIRST: The Board of Directors of each of the constituent corporations has duly adopted a plan of merger setting forth the terms and conditions of the merger of said corporations.

SECOND: The name of the foreign constituent corporation, which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "surviving constituent corporation", is Agrilink Merger Corp. The jurisdiction of its incorporation is Delaware; and the date of its incorporation therein is July 31, 2002.

No Application for Authority in the State of New York of the surviving constituent corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York; and it is not to do business in the State of New York until an Application for Authority shall have been filed by the Department of State of the State of New York.

THIRD: The name of the domestic constituent corporation, which is being merged into the surviving constituent corporation, and which is hereinafter sometimes referred to as the "merged constituent corporation", is Agrilink Foods, Inc. The date upon which its certificate of incorporation was filed by the Department of State is January 16, 1961.

FOURTH: As to each constituent corporation, the plan of merger sets forth the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the plan of merger, and the specification of each class and series entitled to vote as a class on the plan of merger, as follows:

Agrilink Merger Corp., a Delaware corporation, the surviving corporation

| Designation of each outstanding class and series of shares | Number of outstanding shares of each class | Designation of class and series entitled to vote | Classes and series entitled to vote as a class |
|--|--|--|--|
| Common Stock | 11,000 | Common Stock | 1 |

Agrilink Foods, Inc., a New York corporation, the merger constituent corporation

| Designation of each outstanding class and series of shares | Number of outstanding shares of each class | Designation of class and series entitled to vote | Classes and series entitled to vote as a class |
|--|--|--|--|
| Common Stock | 11,000 | Common Stock | 1 |

FIFTH: The merger herein certified was authorized in respect of the merged constituent corporation by the written consent of holders of outstanding shares of the corporation entitled to vote on the plan of merger, having not less than the minimum requisite proportion of votes, which has been given in accordance with section 615 of the Business Corporation Law of the State of New York. Written notice has been given as and to the extent required by the said section 615.

SIXTH: The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the surviving constituent corporation and is in compliance with said laws.

SEVENTH: The surviving constituent corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the merged constituent corporation, for the enforcement of any liability or obligation of the surviving constituent corporation for which the surviving constituent corporation is previously amenable to suit in the State of New York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right of shareholders of the merged constituent corporation to receive payment for their shares against the surviving constituent corporation.

EIGHTH: The surviving constituent corporation agrees that, subject to the provisions of section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the shareholders of the merged constituent corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.

NINTH: The surviving constituent corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address within the State of New York to which the said Secretary of State shall mail a copy of any process against the surviving corporation served upon him is:

Agrilink Foods, Inc.
90 Linden Oaks
Rochester, NY 14625
Attention: President

TENTH: Each of the constituent domestic corporations hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by each constituent domestic

2

corporation have been paid and a cessation franchise tax report (estimated or final) through the anticipated date of merger has been filed by each constituent domestic corporation. The said report, if estimated, is subject to amendment. The surviving foreign corporation agrees that it will within thirty days after the filing of the certificate of merger file the cessation tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the said Department of Taxation and Finance by each constituent domestic corporation.

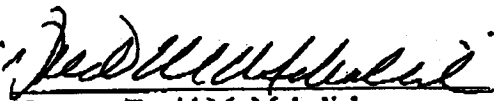
3

IN WITNESS WHEREOF, the undersigned constituent corporations have executed this Certificate of Merger as of the 19th day of August 2002.

AGRILINK FOODS, INC.
a New York Corporation

By: 
Name: David M. Mehalick
Title: Vice President

AGRILINK MERGER CORP.
a New York Corporation

By: 
Name: David M. Mehalick
Title: Vice President

