

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Agrilink Merger Corp.		08/19/2002	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Agrilink Foods, Inc.		
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: 4			
source=Number 5#page1.tif			
source=Number 5#page2.tif			
source=Number 5#page3.tif			
source=Number 5#page4.tif			

CH \$40.00 2134541

Delaware

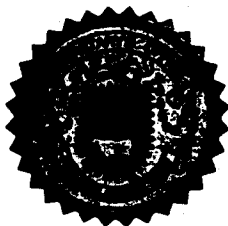
PAGE 1

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 MERGER, WHICH MERGES:

"AGRILINK FOODS, INC.", A NEW YORK CORPORATION,
WITH AND INTO "AGRILINK MERGER CORP." UNDER THE NAME OF
"AGRILINK FOODS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE NINETEENTH DAY OF AUGUST, A.D. 2002, AT 9:15
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

3553568 8100M

020522299

AUTHENTICATION: 1941933

DATE: 08-19-02

TRADEMARK

REEL: 002786 FRAME: 0275

CERTIFICATE OF MERGER

of

AGRILINK FOODS, INC.,
a New York corporation

and

AGRILINK MERGER CORP.,
a Delaware corporation

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Agrilink Foods, Inc., which is incorporated under the laws of the State of New York; and

(ii) Agrilink Merger Corp., which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Agrilink Foods, Inc. in accordance with the laws of the State of its incorporation and by Agrilink Merger Corp. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Agrilink Merger Corp., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Agrilink Merger Corp., the surviving corporation, is to be amended and changed by reason of the merger herein certified by striking out articles ONE and thereof, relating to the name, of said surviving corporation, and by substituting in lieu thereof the following articles:

"ARTICLE ONE

The name of the corporation is Agrilink Foods, Inc. (hereinafter called the "Corporation")."

and said Certificate of Incorporation as so amended and changed shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

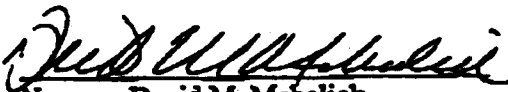
Agrilink Foods, Inc.
90 Linden Oaks
Rochester, NY 14625

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

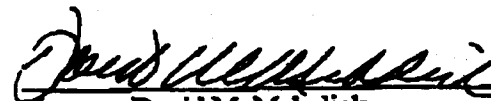
7. The authorized capital stock of Agrilink Foods, Inc. consists of 11,000 common stock shares, par value \$.01 per share.

IN WITNESS WHEREOF, the undersigned constituent corporations have executed this Certificate of Merger as of this 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