

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Agrilink Foods, Inc.	Agrilink Merger Corp.	01/23/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Birds Eye 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
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NAME OF SUBMITTER:	Stephen B. Salai
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Total Attachments: 3 source=Number 6#page1.tif source=Number 6#page2.tif source=Number 6#page3.tif

CH \$40.00 2134541

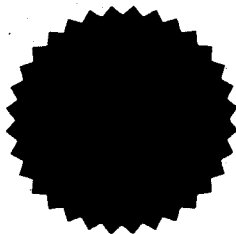
Delaware

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 AMENDMENT OF "AGRILINK FOODS, INC.", CHANGING ITS NAME FROM "AGRILINK FOODS, INC." TO "BIRDS EYE FOODS, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF FEBRUARY, A.D. 2003, AT 10:54 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 8100

AUTHENTICATION: 2249863

030083965

DATE: 02-10-03

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REEL: 002786 FRAME: 0282

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
AGRILINK FOODS, INC.**

AGRILINK FOODS, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the Board of Directors of the Corporation, by unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing the Article thereof numbered "ONE" so that, as amended, said Article shall read as follows:

ARTICLE ONE

The name of the corporation is BIRDS EYE FOODS, INC. (hereinafter called the "Corporation").

SECOND: That in lieu of a meeting and vote of the sole shareholder of the Corporation, written consent to said amendment has been signed by the holder of all the outstanding stock of the Corporation and such written consent has been delivered to the Corporation in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

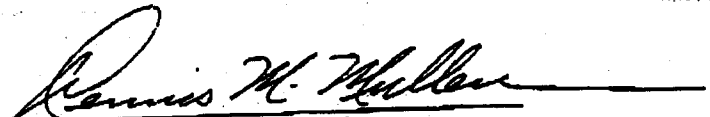
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:54 AM 02/10/2003
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THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said Corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said AGRILINK FOODS, INC. has caused this Certificate of Amendment to be signed by Dennis M. Mullen, its President this 23rd day of January, 2003 and he does hereby affirm the truth of the statements contained herein under penalty of perjury.


Dennis M. Mullen, President