

**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
California & Washington Co.		09/23/2004	CORPORATION: CALIFORNIA

**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: 21**

Property Type	Number	Word Mark
Registration Number:	0924785	BROCCOLETTES
Registration Number:	0551914	C&W
Registration Number:	0957929	C & W
Registration Number:	1275403	C&W CALIFORNIA & WASHINGTON
Registration Number:	1696277	EARLY HARVEST
Registration Number:	2162146	EARLY HARVEST
Registration Number:	2011118	FARMER'S HARVEST
Registration Number:	2741671	LIKE PICKED FROM THE GARDEN
Registration Number:	2554312	THE ULTIMATE SOUTHWEST BLEND
Registration Number:	2330426	THE ULTIMATE STIR FRY
Registration Number:	2647535	ULTIMATE PETITE MIXED VEGETABLES
Registration Number:	2657377	ULTIMATE STIR FRY FEAST
Registration Number:	1849505	VEGETABLE STAND COMBINATIONS
Serial Number:	76502432	CALIFORNIA & WASHINGTON ORGANIC
Serial Number:	76417115	HEARTY SKILLET

OP \$540.00 0924785

Serial Number:	76556666	PASTA TOSS
Serial Number:	76505494	POT STICKER STIR FRY FEAST
Serial Number:	76519271	SALSA CORN
Serial Number:	76534725	THE ULTIMATE ASIAN BLEND
Serial Number:	76534708	THE ULTIMATE TUSCAN BLEND
Serial Number:	76534728	ULTIMATE ITALIAN DINNER FEAST

**CORRESPONDENCE DATA**

Fax Number: (302)654-8333  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 800-643-8250  
Email: gary@gtassociates.net  
Correspondent Name: Gary Tannenbaum, Esq.  
Address Line 1: 1201 N. Orange Street  
Address Line 2: Suite 728  
Address Line 4: Wilmington, DELAWARE 19801

NAME OF SUBMITTER:	Gary Tannenbaum, Esq.
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Total Attachments: 2  
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source=cert of ownership & merger C&W SCAN\_Page\_2#page1.tif

# Delaware

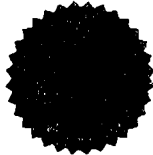
PAGE 1

*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:

"CALIFORNIA & WASHINGTON CO.", A CALIFORNIA CORPORATION, WITH AND INTO "BIRDS EYE FOODS, INC." UNDER THE NAME OF "BIRDS EYE FOODS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2004, AT 1:19 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3553568 8100M

040689221

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3369844

DATE: 09-23-04

State of Delaware  
 Secretary of State  
 Division of Corporations  
 Delivered 01:27 PM 09/23/2004  
 FILED 01:19 PM 09/23/2004  
 SRV 040689221 - 3553568 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER**  
**OF**  
**CALIFORNIA & WASHINGTON CO.**  
 (a California corporation)  
**INTO**  
**BIRDS EYE FOODS, INC.**  
 (a Delaware corporation)

It is hereby certified that:

1. BIRDS EYE FOODS, INC. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of CALIFORNIA & WASHINGTON CO., which is a business corporation of the State of California.
3. The laws of the jurisdiction of organization of CALIFORNIA & WASHINGTON CO. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges CALIFORNIA & WASHINGTON CO. into the Corporation.
5. The following is a copy of the resolutions adopted on September 17, 2004 by the Board of Directors of the Corporation to merge the said CALIFORNIA & WASHINGTON CO. into the Corporation:

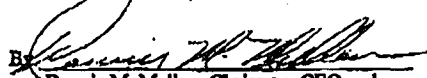
RESOLVED, that CALIFORNIA & WASHINGTON CO. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of CALIFORNIA & WASHINGTON CO. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by CALIFORNIA & WASHINGTON CO. in its name.

RESOLVED, that this Corporation assume all of the obligations of CALIFORNIA & WASHINGTON CO.

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of California, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of CALIFORNIA & WASHINGTON CO. and of this Corporation and in any other appropriate jurisdiction.

Executed on September 17, 2004

BIRDS EYE FOODS, INC.

By   
 Dennis M. Mullen, Chairman, CEO and  
 President

TOTAL P.03