

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/23/2004

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: 3

Property Type	Number	Word Mark
Serial Number:	78365502	EGG SCRAMBLERS
Serial Number:	78470148	THE ULTIMATE EARLY HARVEST BLEND
Serial Number:	78470131	24/7 SCRAMBLERS

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: gt@tandtlegal.com
 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.
--------------------	-----------------------

Signature:

/gary tannenbaum/

Date:

04/21/2005

Total Attachments: 2

source=cert of ownership & merger C&W SCAN#page1.tif

source=cert of ownership & merger C&W SCAN#page2.tif

Delaware

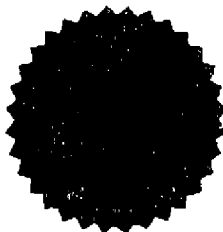
PAGE 1

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3553568 8100M

AUTHENTICATION: 3369844

040689221

DATE: 09-23-04

TRADEMARK
REEL: 003070 FRAME: 0783

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