



10-21-04

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner

Attached original documents or copy thereof.

1. Name of conveying party(ies): UNIVERSAL FROZEN FOODS, CO. (An Oregon Corporation)
[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[X] Corporation-State
[] Other
Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies)
Name: LAMB-WESTON, INC.
Internal Address:
Address:
Street Address: 8701 West Gage Blvd.
City: Tri-Cities State: WA Zip: 99302
[] Individual(s) citizenship
[] Association
[] General Partnership
[] Limited Partnership
[X] Corporation-State A Delaware Corporation
[] Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [X] No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? [] Yes [X] No

3. Nature of conveyance:
[] Assignment [X] Merger
[] Security Agreement [] Change of Name
[] Other
Execution Date: August 1, 1994

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 1,342,932; 1,338,216; 1,335,698
Additional number(s) attached [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Todd A. Vaughn, Esq.
Internal Address:
Street Address: 3150 Commonwealth Avenue
City: Alexandria State: VA Zip: 22305

6. Total number of applications and registrations involved: #3
7. Total fee (37 CFR 3.41) \$ 90.00
[] Enclosed
[X] Authorized to be charged to deposit account
8. Deposit account number: 18-2361

DO NOT USE THIS SPACE

9. Signature.
Todd A. Vaughn, Esq. [Signature] October 21, 2004
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: []

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

11/02/2004 6TON11 00000086 182361 1342932

01 FC:8521 40.00 DA
02 FC:8522 50.00 DA

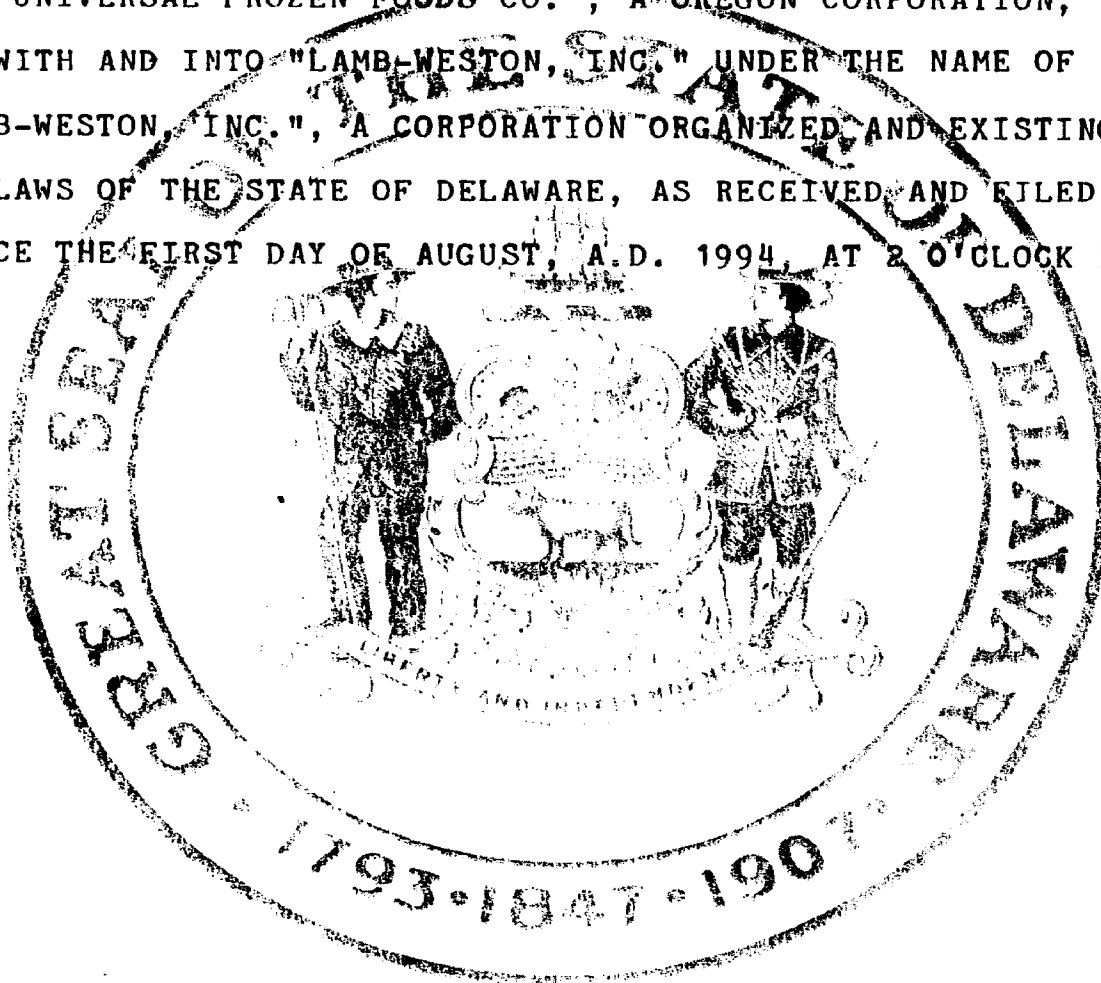
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State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"UNIVERSAL FROZEN FOODS CO.", A OREGON CORPORATION, WITH AND INTO "LAMB-WESTON, INC." UNDER THE NAME OF "LAMB-WESTON, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF AUGUST, A.D. 1994, AT 2 O'CLOCK P.M.



2155432 8100M

950034379



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 7408481

DATE: 02-14-95

TRADEMARK
REEL: 003071 FRAME: 0943

CERTIFICATE OF MERGER

OF

**UNIVERSAL FROZEN FOODS CO.
(An Oregon Corporation)**

AND

**LAMB-WESTON, INC.
(A Delaware Corporation)**

It is hereby certified that:

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

(i) Universal Frozen Foods Co., which is incorporated under the laws of the State of Oregon; and

(ii) Lamb-Weston, Inc., 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 Universal Frozen Foods Co. in accordance with the laws of the State of its incorporation and by Lamb-Weston, Inc. 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 Lamb-Weston, Inc., 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 Lamb-Weston, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

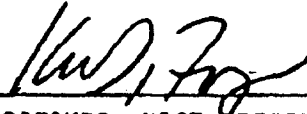
5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows: 8701 West Gage Boulevard, Kennewick, Washington 99336.

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 Universal Frozen Foods Co. consists of 1000 shares without par value.

Dated: August 1, 1994.

UNIVERSAL FROZEN FOODS CO.

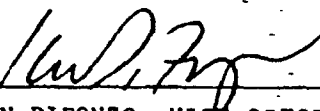
By: 
KEN DIFONZO, VICE PRESIDENT

Attest:

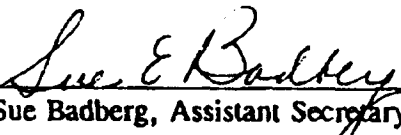

Sue Badberg, Assistant Secretary

Dated: August 1, 1994.

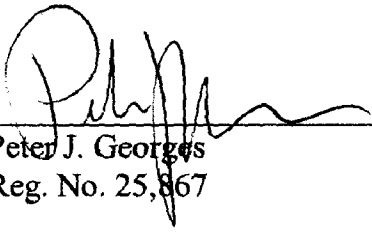
LAMB-WESTON, INC.

By: 
KEN DIFONZO, VICE PRESIDENT

Attest:


Sue Badberg, Assistant Secretary

The Commissioner of Patents & Trademarks is hereby authorized to charge any additional fees and/or credit any overpayments to Deposit Account #18-2361.



Peter J. Georges
Reg. No. 25,867