TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/26/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Lamb-Weston, Inc.		09/26/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	ConAgra Foods Packaged Foods Company, Inc.
Street Address:	One ConAgra Drive
City:	Omaha
State/Country:	NEBRASKA
Postal Code:	68102
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 113

Property Type	Number	Word Mark
Registration Number:	2938649	QUESATATER
Registration Number:	2913731	TOP PICKS
Registration Number:	2911552	STUFF THIS
Registration Number:	2911408	AMPLIFRIES
Registration Number:	2911398	SANTA FE CORN FRIES
Registration Number:	2876700	STARZ
Registration Number:	2856618	SAVE THE BEST FOR FIRST.
Registration Number:	2798887	TANTALIZERS
Registration Number:	2795889	COLOSSAL CRISP
Registration Number:	2717433	MOR-FRIES
Registration Number:	2760086	APPLE PIE CINNI-BITES
Registration Number:	2728070	STARZ AND STIX
Registration Number:	2765222	AMAIZEING FRIES

CH $2840.00 2938649

Registration Number:	2570084	HI-FRIES
Registration Number:	2633647	
Registration Number:	2664451	SILLY SPUDS!
Registration Number:	2540291	SWIRL CHIPS
Registration Number:	2629193	SWEET THINGS
Registration Number:	2608923	SUPERSLICES
Registration Number:	2539584	RUSETTES
Registration Number:	2538644	FLAMETHROWER FRIES
Registration Number:	2613929	LAMB WESTON SALES SOLUTIONS
Registration Number:	2518732	FRIES GALORE
Registration Number:	2302950	OUTRAGEOUS FRIES
Registration Number:	2300941	G7 FRIES
Registration Number:	2293691	QUICK BITES
Registration Number:	2294677	QQQ'S
Registration Number:	2289104	FAJITA FRIES
Registration Number:	2264802	LAMB WESTON SALES SOLUTIONS
Registration Number:	2240874	GENERATION 7 FRIES
Registration Number:	2241248	GENERATION 7 FRIES
Registration Number:	2233244	TRI-PATTIES
Registration Number:	2159052	CRISPURA
Registration Number:	2221683	COLOSSAL CRINKLE
Registration Number:	2186733	MICROBREW FRIES
Registration Number:	2333836	DELI WEDGE
Registration Number:	2551699	CURLEY QQQ'S
Registration Number:	2535032	COLUMBIA BASIN BLENDS
Registration Number:	2393565	CONCERTINAS
Registration Number:	2456369	HOLLY RIDGE BAKERY
Registration Number:	2425853	RIBBON CHIPS
Registration Number:	2380975	MINI BAKERS
Registration Number:	2407214	REFRIGABLE
Registration Number:	2369784	LAMB'S RANCH RECIPE
Registration Number:	2428662	MUNCHERS
Registration Number:	2435499	MUNCHERS
Registration Number:	2213476	MUNCHERS
Registration Number:	2243500	COLOSSAL CRINKLES

Registration Number:	2202223	CRISPY CLASSICS
Registration Number:	2231415	CRISPYCOAT CRISSCUT FRIES
Registration Number:	2107512	STEALTH
Registration Number:	2450382	STEALTH NATURAL CUT FRIES
Registration Number:	2095120	MUNCHERS
Registration Number:	2122214	ADIOS NACHOS
Registration Number:	1921059	DINER SLICES
Registration Number:	1828964	SUPER JO JO'S
Registration Number:	1857807	ROUNDABOUTS
Registration Number:	2051366	MUNCHERS
Registration Number:	1830449	GOURMET GOLD
Registration Number:	1795155	LAMB'S SUPREME
Registration Number:	1816054	TATER PUFFS
Registration Number:	1770253	CRISSCUT
Registration Number:	1830848	STEALTH FRIES
Registration Number:	1829921	STEALTH FRIES
Registration Number:	1710234	TWISTER
Registration Number:	1682144	TATER BABIES
Registration Number:	1674408	BITS O'HONEY
Registration Number:	1742415	JR. JO JO'S
Registration Number:	1668656	LW PRIVATE RESERVE LAMBWESTON
Registration Number:	1701960	CANOLA QUICK
Registration Number:	1688442	CRISPYCUBES
Registration Number:	1644521	HOME BROWNS
Registration Number:	1616902	IDAHO ORIGINAL
Registration Number:	1618936	SPUD-SKIN
Registration Number:	1354479	LAMB'S NATURAL COUNTRY HASH BROWNS
Registration Number:	1335698	Q
Registration Number:	1336976	MUNCHSKINS
Registration Number:	1299674	LAMB'S SUPREME SKILLET BROWNS
Registration Number:	1313648	LAMB'S NATURAL SLICES
Registration Number:	1631766	LW PRIVATE RESERVE
Registration Number:	1593216	CURLEY Q
Registration Number:	1609935	LAMB'S SEASONED
Registration Number:	1631209	SUPERSLICES

Registration Number:	1551147	WAVELENGTH FRIES
Registration Number:	1544680	MUNCHSTRIPS
Registration Number:	1536566	TWISTER FRIES
Registration Number:	1456718	VILLA TALIANO
Registration Number:	1439339	VITA-BITE FOODS NORTHWEST FARMS
Registration Number:	1385346	TIME SAVOR
Registration Number:	1383531	FAST BROWNS
Registration Number:	1341159	LAMB'S SUPREME TATER ROUNDABOUTS
Registration Number:	1319604	CRISSCUT FRIES
Registration Number:	1288049	LAMB'S PLATTER FRIES
Registration Number:	1230138	BANNER FARMS
Registration Number:	1215047	LAMB'S NATURAL TRIM FRIES
Registration Number:	1185018	LAMB WESTON
Registration Number:	1202231	LAMB WESTON
Registration Number:	1205614	LAMB WESTON
Registration Number:	1388430	PLATTER FRIES
Registration Number:	1099719	LAMB'S SELECT
Registration Number:	1050812	WALLA WALLA
Registration Number:	1050809	FLAVORKIST
Registration Number:	1041400	TATER ROUNDABOUTS
Registration Number:	0973519	VITA-BITE
Registration Number:	0965704	HAMPTON MANOR
Registration Number:	0961631	TATER MAID
Registration Number:	0966163	TATER-VALLEY
Registration Number:	0952206	CRUSADER
Registration Number:	0860240	CONCERTINAS
Registration Number:	0845115	HEARTY HOUSE
Registration Number:	0792659	HI-FRIES
Registration Number:	0749487	TATER BOY
Serial Number:	76013810	DAYBREAK

CORRESPONDENCE DATA

Fax Number: (503)228-9446

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (503) 226-7391

Email: ptotmdocket@klarquist.com

Correspondent Name:	Ramon A. Klitzke II
Address Line 1:	One World Trade Center, 121 SW Salmon
Address Line 2:	121 SW Salmon Street, Suite 1600
Address Line 4:	Portland, OREGON 97204

NAME OF SUBMITTER:	Ramon A. Klitzke II
Signature:	/RAMON A. KLITZKE II/
Date:	05/19/2005

Total Attachments: 8
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Delaware

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 OWNERSHIP, WHICH MERGES:

"CONAGRA DAIRY FOODS COMPANY", A DELAWARE CORPORATION,

"CONAGRA GPC, INC.", A DELAWARE CORPORATION,

"IHF/GM HOLDING CORPORATION", A DELAWARE CORPORATION,

"LAMB-WESTON, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CONAGRA FOODS PACKAGED FOODS COMPANY, INC." UNDER THE NAME OF "CONAGRA FOODS PACKAGED FOODS COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 2004, AT 2:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2004, AT 11:59 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

3808548 8100M

040692704

AUTHENTICATION: 3377268

DATE: 09-28-04

4. Set forth below is a copy of the resolution adopted on September 22, 2004, by the Board of Directors of the Corporation to merge the said Subsidiaries into the Corporation:

> "**RESOLVED,** that each of ConAgra Dairy Foods Company; ConAgra GPC, Inc.; IHF/GM Holding Corporation; and Lamb-Weston, Inc. is a wholly owned subsidiary of ConAgra Foods Packaged Foods Company, Inc., and shall be merged with and into ConAgra Foods Packaged Foods Company, Inc. in accordance with the Delaware Corporation Law. The issued shares of each subsidiary shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished. Each merger shall be effective as of 11:59 p.m. on September 26, 2004. "

5. The merger shall be effective as of 11:59 p.m. on September 26, 2004.

DATED: September 23, 2004.

CONAGRA FOODS PACKAGED FOODS COMPANY, INC.

By: Debra L. Keith

Debra L. Keith, Vice President, Tax

Delaware

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 INCORPORATION OF "CONAGRA FOODS PACKAGED FOODS COMPANY, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF MAY, A.D. 2004, AT 5:18 O'CLOCK P.M.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3584829

DATE: 12-29-04

3808548 8100

040950356

CERTIFICATE OF INCORPORATION

OF

CONAGRA FOODS PACKAGED FOODS COMPANY, INC.

I, the undersigned, for the purpose of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do hereby certify as follows:

ARTICLE I

NAME

The name of the corporation is **CONAGRA FOODS PACKAGED FOODS COMPANY, INC.** (referred to hereinafter as the "Corporation").

ARTICLE II

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The registered office of the Corporation in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808. The registered agent in charge thereof at such address is **THE PRENTICE-HALL CORPORATION SYSTEM, INC.**

ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. The Corporation will have perpetual existence.

ARTICLE IV

AUTHORIZED SHARES

The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) shares. The par value of each of such shares is One Dollar ($1.00) per share. All such shares are of one class and are shares of Common Stock. The purchase price of said capital stock may be paid for wholly or partly in cash, by labor done, by personal property, including obligations of this Corporation, or by real property or leases thereof, as and when authorized by the directors. Stock, when fully paid for, shall be nonassessable.

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:28 PM 05/26/2004
FILED 05:18 PM 05/26/2004
SRV 040392621 - 3808548 FILE

TRADEMARK
REEL: 003088 FRAME: 0131

ARTICLE VIII

INDEMNIFICATION

Section 1

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to a proceeding (as hereinafter defined) by reason of the fact that he or she (i) is or was a director or officer of the Corporation or (ii) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent permitted under the Delaware General Corporation Law, as the same exists or may hereafter be amended. Such right shall be a contract right and as such shall run to the benefit of any director or officer who is elected and accepts the position of director or officer of the Corporation or elects to continue to serve as a director or officer of the Corporation while this Article Eight is in effect. Any repeal or amendment of this Article Eight shall be prospective only and shall not limit the rights of any such director or officer or the obligations of the Corporation with respect to any claim arising from or related to the services of such director or officer in any of the foregoing capacities prior to any such repeal or amendment to this Article Eight. Such right shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Delaware General Corporation Law, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall also be entitled to be paid the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense is not permitted under the Delaware General Corporation Law, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its board of directors, independent legal counsel, or stockholders) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its board of directors, independent legal counsel, or stockholders) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his or her heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of stockholders or directors, agreement, or otherwise.

(b) The Corporation may additionally indemnify any employee or agent of the

TRADEMARK
REEL: 003088 FRAME: 0132

Corporation to the fullest extent permitted by law.

(c) As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

Section 2

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware is amended after approval of the stockholders of this Article Eight to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended. Any repeal or modification of this Article Eight by the stockholders shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true; and I have accordingly hereunto set my hand this 26th day of May, 2004.

PATRICK J. STRAKA, Incorporator

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REEL: 003088 FRAME: 0133

ARTICLE V

NAME AND ADDRESS OF INCORPORATOR

The name and mailing address of the incorporator is **PATRICK J. STRAKA**, McGrath North Mullin & Kratz, PC LLO, Suite 3700 First National Tower, 1601 Dodge Street, Omaha, Nebraska 68102.

ARTICLE VI

DIRECTORS' POWERS

The directors shall have power to make and alter or amend the By-Laws, to fix the amount to be reserved as working capital, and to authorize and cause to be executed mortgages and liens, without limit as to the amount, upon the property and franchise of the Corporation.

ARTICLE VII

INTEREST OF DIRECTORS IN TRANSACTIONS

In the absence of fraud, no contract or other transaction between the Corporation and any other person, corporation, firm, syndicate, association, partnership, or joint venture shall be wholly or partially invalidated or otherwise affected by reason of the fact that one or more directors of the Corporation are or become directors or officers of such other corporation, firm, syndicate, or association, or members of such partnership or joint venture, or are pecuniarily or otherwise interested in such contractual transaction; provided, that the fact such director or directors of the Corporation are so situated or so interested or both, shall be disclosed or shall have been known to the Board of Directors of the Corporation. Any director or directors of the Corporation who is also a director or officer of such other corporation, firm, syndicate, or association, or a member of such partnership, or joint venture, or pecuniarily or otherwise interested in such contract or transaction, may be counted for the purpose of determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction and in the absence of fraud, and as long as he or she acts in good faith, any such director may vote thereat to authorize any such contract or transaction, with like force and effect as if he or she were not a director or officer of such other corporation, firm, syndicate, or association, or a member of such partnership, or joint venture, or pecuniarily or otherwise interested in such contract or transaction.

TRADEMARK
REEL: 003088 FRAME: 0134

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:55 PM 09/24/2004
FILED 02:01 PM 09/24/2004
SRV 040692704 - 3808548 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

CONAGRA DAIRY FOODS COMPANY
CONAGRA GPC, INC.
IHF/GM HOLDING CORPORATION
LAMB-WESTON, INC.
(Each a Delaware Corporation)

INTO

CONAGRA FOODS PACKAGED FOODS COMPANY, INC.
(A Delaware Corporation)

It is hereby certified that:

1. The name and state of incorporation of each of the constituent corporations of the merger is as follow:

NAME	STATE OF INCORPORATION
ConAgra Foods Packaged Foods Company, Inc.	Delaware

(hereinafter sometimes referred to as the "Corporation")

ConAgra Dairy Foods Company	Delaware
ConAgra GPC, Inc.	Delaware
IHF/GM Holding Corporation	Delaware
Lamb-Weston, Inc.	Delaware

(hereinafter sometimes referred to together as the "Subsidiaries" or singularly as a "Subsidiary")

2. The Corporation is the owner of all of the outstanding shares of each class of stock of each Subsidiary.

3. The Corporation hereby merges each Subsidiary into the Corporation.