

03-31-2005

SECTION 12-01 RECORDS

Form PTO-1594 (Rev. 03/05)
OMB Collection 0651-0027 (exp. 6/30/2005)



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

RE 102970808
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

IHF/GM HOLDING CORPORATION

- Individual(s)
- General Partnership
- Corporation- State: DELAWARE
- Other
- Association
- Limited Partnership

Citizenship (see guidelines)

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: ConAgra Foods Packaged Foods Company, Inc

Internal

Address:

Street Address: 215 W. DIEHL ROAD

City: NAPERVILLE

State: ILLINOIS

Country: U.S.A. Zip: 60545

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other

Citizenship _____
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) SEPTEMBER 26, 2004

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
76/412,819; 76/582,761

B. Trademark Registration No.(s)
0,803,192; 1,423,118; 1,595,614; 2,358,624; 2,854,542

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: PATRICK C. STEPHENSON

Internal Address: SUITE 3700

FIRST NATIONAL TOWER

Street Address: 1601 DODGE STREET

City: OMAHA

State: NEBRASKA Zip: 68102

Phone Number: (402) 341-3070

Fax Number: (402) 341-0216

Email Address: PSTEPHENSON@MNMK.COM

6. Total number of applications and registrations involved:

7

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 190.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

[Handwritten Signature]

MARCH 24, 2005

Date

03/29/2005 BYRNE 00000132 76412819 PATRICK C. STEPHENSON

01 FC:8521
02 FC:8522

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 5

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 003144 FRAME: 0085

MCGRATH NORTH MULLIN & KRATZ, PC LLO

ATTORNEYS AT LAW

SUITE 3700 FIRST NATIONAL TOWER
1601 DODGE STREET, OMAHA, NEBRASKA 68102

PATRICK C. STEPHENSON

TELEPHONE: 402-341-3070
E-MAIL: pstephenson@mmmk.com

March 24, 2005

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Mail Stop Assignment Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450

RE: ***IHF/GM Holding Corporation*** merger with ***ConAgra Foods Packaged Foods Company, Inc.***

Dear Commissioner:

Enclosed for filing is a Trademark Recordation Form for IHF/GM Holding Corporation which merged with ConAgra Foods Packaged Foods Company, Inc. on September 26, 2004 along with a certified copy of the Certificate of Ownership and our firm check no. 5422 in the amount of \$190.00 to cover the filing fees.

Thank you for your attention to this matter and please feel free to contact me should you have any questions.

Yours very truly,



Patrick C. Stephenson

PCS: klr

Enclosures

TRADEMARK
REEL: 003144 FRAME: 0086

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 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,

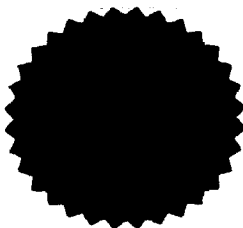
WITH AND INTO "CONAGRA FOODS PACKAGED FOODS COMPANY, INC." UNDER THE NAME OF "CONAGRA FOODS PACKAGED FOODS COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 2004, AT 2:01 O'CLOCK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

3808548 8100M

040692704



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3377268

DATE: 09-28-04

TRADEMARK
REEL: 003144 FRAME: 0087

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:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
ConAgra Foods Packaged Foods Company, Inc. (hereinafter sometimes referred to as the "Corporation")	Delaware
ConAgra Dairy Foods Company	Delaware
ConAgra GPC, Inc.	Delaware
IHF/GM Holding Corporation	Delaware
Lamb-Weston, Inc. (hereinafter sometimes referred to together as the "Subsidiaries" or singularly as a "Subsidiary")	Delaware

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.

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