

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | |
|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 12/13/2002 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-----------------------------|----------|----------------|--------------------|
| ProMark International, Inc. | | 12/13/2002 | CORPORATION: IDAHO |

RECEIVING PARTY DATA

| | |
|-----------------|---------------------------|
| Name: | H. J. Heinz Company |
| Street Address: | P. O. Box 57 |
| City: | Pittsburgh |
| State/Country: | PENNSYLVANIA |
| Postal Code: | 15230 |
| Entity Type: | CORPORATION: PENNSYLVANIA |

PROPERTY NUMBERS Total: 2

| Property Type | Number | Word Mark |
|----------------------|---------|-------------------------------|
| Registration Number: | 1362228 | CALIFORNIA RANCHERS' BRAND CR |
| Registration Number: | 1418498 | THE "SOUP'R" DRESSINGS PEOPLE |

CORRESPONDENCE DATA

Fax Number: (412)456-1035
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 412-456-1011
 Email: nancy.linkes@us.hjheinz.com
 Correspondent Name: H. J. Heinz Company
 Address Line 1: P. O. Box 57
 Address Line 4: Pittsburgh, PENNSYLVANIA 15230

| | |
|--------------------|-------------------|
| NAME OF SUBMITTER: | Attorney |
| Signature: | /Dean A. Bierkan/ |
| Date: | 10/04/2005 |

CH \$65.00 1362228

Total Attachments: 6

source=Merger PMI.to.HJH.12.13.02#page1.tif

source=Merger PMI.to.HJH.12.13.02#page2.tif

source=Merger PMI.to.HJH.12.13.02#page3.tif

source=Merger PMI.to.HJH.12.13.02#page4.tif

source=Merger PMI.to.HJH.12.13.02#page5.tif

source=Merger PMI.to.HJH.12.13.02#page6.tif

ARTICLES OF MERGER

FILED EFFECTIVE

of

ProMark International, Inc.,
An Idaho corporation

02 DEC 11 PM 2:53

SECRETARY OF STATE
STATE OF IDAHO

into

H. J. Heinz Company
A Pennsylvania corporation

Pursuant to the provisions of Section 30-1-1105 and Section 30-1-1107 of the Idaho Business Corporation Act, H. J. Heinz Company, a Pennsylvania corporation, and ProMark International, Inc., an Idaho corporation, adopt the following Articles of Merger for the purpose of merging ProMark International, Inc. into H. J. Heinz Company.

1. The name of the corporation surviving the merger is H. J. Heinz Company, a corporation organized and existing under the laws of the Commonwealth of Pennsylvania. The name of the non-surviving corporation in the merger is ProMark International, Inc., a corporation organized and existing under the laws of the State of Idaho.
2. The Plan and Agreement of Merger (the "Plan") is attached hereto as Exhibit A.
3. The Plan was adopted by the constituent corporations in the following manner:
 - (a) The Plan was approved by resolutions adopted by the Board of Directors of each constituent corporation.
 - (b) Approval of the Plan by the shareholders of H. J. Heinz Company was not required.
 - (c) The Plan was approved by unanimous written consent of the sole shareholder of ProMark International, Inc.

IDAHO SECRETARY OF STATE
12/11/2002 05:00
CK: 88377 CT: 20168 BH: 650837
1 @ 30.00 = 30.00 MERGER # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

2110219

TRADEMARK
REEL: 003170 FRAME: 0151

4. The Merger is to be effective as of December 13, 2002 at 5:00 p.m. EST.

H. J. Heinz Company

By:



Name: John C. Crowe

Title: Vice President - Taxes

TRADEMARK

REEL: 003170 FRAME: 0152

PLAN AND AGREEMENT OF MERGER

EXHIBIT A

Between

ProMark International, Inc.

and

H. J. Heinz Company

PLAN AND AGREEMENT OF MERGER, dated this 13th day of December 2002, between H. J. Heinz Company, a Pennsylvania corporation ("Heinz"), and ProMark International, Inc., an Idaho corporation (ProMark").

WITNESSETH that:

WHEREAS, as a result of the merger of PM Holding Company into Heinz as of December 10, 2002, Heinz owns 100% of the issued and outstanding shares of common stock of ProMark;

WHEREAS, ProMark desires to merge with and into Heinz, as hereinafter specified; and

WHEREAS, the Board of Directors of ProMark and Heinz deem it advisable and in the best interests of ProMark and Heinz that ProMark be merged with and into Heinz in a transaction which qualifies as a statutory merger under the applicable provisions of the Pennsylvania Business Corporation Law and the Idaho Business Corporation Act.

NOW, THEREFORE, ProMark and Heinz, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of such merger and mode of carrying the same into effect as follows:

FIRST: Heinz hereby merges into itself ProMark International, Inc. and said ProMark shall be and hereby is merged into Heinz which shall be the surviving corporation.

SECOND: The Articles of Incorporation of Heinz which is the surviving corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

TRADEMARK

REEL: 003170 FRAME: 0153

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares or other securities of the surviving corporation shall be as follows:

a. Each share of common stock of Heinz which shall be issued and outstanding on the effective date of this Agreement shall remain issued and outstanding.

b. Each share of common stock of ProMark which shall be issued and outstanding on the effective date of this Agreement shall be surrendered and canceled. There will be no conversion of shares for stock, cash or other property.

FOURTH: The terms and conditions of the merger are as follows:

a. The bylaws of Heinz as they exist on the effective date of this Agreement shall be and remain the bylaws of the surviving corporation until the same may be altered, amended and repealed as therein provided.

b. The directors and officers of Heinz shall continue in office until the next annual meeting of stockholders or until their successors shall have been elected and qualified.

c. The merger shall be effective as of December 13, 2002 at 5:00 p.m. EST.

d. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of ProMark shall be transferred to, vested in and devolve upon Heinz without further act or deed and all property, rights and every other interest of Heinz and ProMark shall be as effectively the property of Heinz as they were of Heinz and ProMark, respectively. ProMark hereby agrees from time to time, as and when requested by Heinz or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as Heinz may deem to be necessary or desirable in order to vest in and confirm to Heinz title to and possession of any property of ProMark acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of ProMark and the proper officers and directors of Heinz are fully authorized in the name of ProMark or otherwise to take any and all such action.

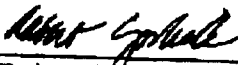
e. Upon the merger becoming effective, all liabilities and obligations of every kind and description of ProMark shall be transferred to, vested in and devolve upon Heinz without further act or deed and all liabilities and obligations of Heinz and ProMark shall be as effectively the responsibility of Heinz as they were of Heinz and ProMark, respectively.

FIFTH: The surviving corporation may be served with process in the State of Idaho in any proceeding for enforcement of any obligation of ProMark as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit of other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of section 30-1-1302 of the Idaho Code and it does hereby irrevocably appoint the Secretary of State of Idaho as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Idaho is H. J. Heinz Company, 600 Grant Street, 60th Floor, Pittsburgh, Pennsylvania 15219 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Idaho duplicate copies of such process, one of which copies the Secretary of State of Idaho shall forthwith send by registered mail to said Heinz at the above address.

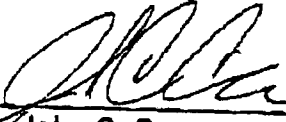
SIXTH: It is intended that for U.S. Federal income tax purposes, the merger described herein shall qualify as a reorganization described in Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code"). This Plan and Agreement of Merger shall constitute a plan of reorganization for purposes of the Code and the regulations thereunder.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors, have caused this Agreement to be executed by each party hereto as the respective act, deed and agreement of said corporation as of the date first written above.

PROMARK INTERNATIONAL, INC.

By: 
Name: Robert Yoshida
Title: President

H.J. HEINZ COMPANY

By: 
Name: John C. Crowe
Title: Vice President - Taxes

Plan and Agreement of Merger

TOTAL P. 07

RECORDED: 10/04/2005

TRADEMARK
REEL: 003170 FRAME: 0156