

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/20/2002

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Del Monte Corporation		12/20/2002	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

Name:	Del Monte Corporation
Street Address:	One Market @ The Landmark
Internal Address:	P.O. Box 193575
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94105
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 111**

Property Type	Number	Word Mark
Registration Number:	53738	ARGO
Registration Number:	94581	ARGO
Registration Number:	133222	ARGO
Registration Number:	2431525	
Registration Number:	2168490	CAN DO
Registration Number:	1288043	CAPO DI MONTE
Registration Number:	2022671	CATEGORY MANAGEMENT SYSTEMS
Registration Number:	2346155	CHERRY CHERRY
Registration Number:	2346154	CHERRY CHERRY
Registration Number:	2458835	CITRUS SELECT
Registration Number:	2449576	CLASSIC CRUSH
Registration Number:	848258	CONTADINA

CH \$2790.00 53738

Registration Number:	2060853	CONTADINA
Registration Number:	876144	CONTADINA
Registration Number:	855195	CONTADINA
Registration Number:	2482789	CONTADINA
Registration Number:	1037607	CONTADINA
Registration Number:	340001	CONTADINA
Registration Number:	1357066	CONTADINA
Registration Number:	124957	CONTADINA
Registration Number:	2509620	CONTADINA
Registration Number:	2648253	CONTADINA
Registration Number:	2640617	CONTADINA SAUCE STARTERS
Registration Number:	1457679	COUNTRY STRAWBERRY
Registration Number:	1253090	COUNTRY YUMKIN
Registration Number:	2250425	CRAZY CHERRY
Registration Number:	1393462	DEL MONTE
Registration Number:	881339	DEL MONTE
Registration Number:	1991454	DEL MONTE
Registration Number:	824504	DEL MONTE
Registration Number:	827921	DEL MONTE
Registration Number:	2581586	DEL MONTE QUALITY
Registration Number:	2612039	DEL MONTE BRAND
Registration Number:	2302024	DEL MONTE QUALITY
Registration Number:	2754865	DEL MONTE GOLD
Registration Number:	2287404	DEL MONTE GOLD DELMONTE QUALITY
Registration Number:	1265860	DEL MONTE LITE
Registration Number:	1486403	DEL MONTE QUALITY FRUIT BLENDS
Registration Number:	1455602	DEL MONTE QUALITY FRUIT SNACKS
Registration Number:	2589260	DEL MONTE QUALITY SAVORY SENSATIONS
Registration Number:	2534677	DEL MONTE QUALITY TO-GO
Registration Number:	2476475	DEL MONTE QUALITY ZESTY
Registration Number:	2295935	DEL MONTE QUALITY
Registration Number:	1370370	DEL MONTE SALAD BAR
Registration Number:	2124077	DEL MONTE SPECIALTIES
Registration Number:	2257344	DOUBLE LUCK
Registration Number:	634951	EARLY GARDEN

Registration Number:	2054160	FIESTA
Registration Number:	2145998	TODAYS
Registration Number:	2217551	FRESH CUT
Registration Number:	2460092	FRESH IDEAS. ENDURING QUALITY.
Registration Number:	2145598	FRESH CUT
Registration Number:	2492978	FRESHDELMONTE.COM
Registration Number:	2762345	FRUIT & GEL TO GO
Registration Number:	918135	FRUIT CUP
Registration Number:	2271748	FRUIT CUT-UPS
Registration Number:	2536258	FRUIT MADE EASY
Registration Number:	1938432	FRUIT MADE EASY
Registration Number:	1353073	FRUIT NATURALS
Registration Number:	2604089	FRUIT TO-GO
Registration Number:	2449007	FRUIT TO GO
Registration Number:	2506751	FRUIT TO GO
Registration Number:	2200519	FRUITRAGEOUS
Registration Number:	1635606	FRUITS OF FOUR SEASONS
Registration Number:	1257045	GARDEN CRISP
Registration Number:	1469900	GARDEN SELECT
Registration Number:	2421882	GET TO THE FRESH FLAVOR FASTER
Registration Number:	2517886	HEY, I CAN DO THAT!
Registration Number:	1816052	IL CLASSICO
Registration Number:	2513290	INSPIRING GREAT MEALS AT HOME AND ON THE GO
Registration Number:	2194497	ITEM OPTIMIZER
Registration Number:	380660	LADY ELBERTA
Registration Number:	2331737	CARMEL MISSION ERECTED 1771
Registration Number:	77291	MISSION BRAND CARMEL MISSION ERECTED 1771
Registration Number:	2183042	
Registration Number:	2243874	ORANGE CUP
Registration Number:	1930805	ORCHARD SELECT
Registration Number:	2171090	PEACH CUP
Registration Number:	2174667	PEAR CUP
Registration Number:	2670089	PETITE CUT
Registration Number:	111706	PIE-PAN
Registration Number:	2171091	PINEAPPLE CUP

Registration Number:	1601219	PIZZA SQUEEZE
Registration Number:	1767553	READY-CUT
Registration Number:	1275620	S&W READY-CUT
Registration Number:	1967653	S & W
Registration Number:	1956708	S & W
Registration Number:	1967649	S & W
Registration Number:	2138087	S & W PXEXEXE TXEXEXEX
Registration Number:	1810987	S&W
Registration Number:	2022953	S & W CHILI MAKIN'S
Registration Number:	338457	S AND W
Registration Number:	2127407	
Registration Number:	828266	
Registration Number:	881338	
Registration Number:	2285492	
Registration Number:	72903	SILVER BAR
Registration Number:	2669094	SIMPLY WONDERFUL
Registration Number:	2488443	SLOPPY JOE FIXINS
Registration Number:	1733351	SNACK CUPS
Registration Number:	2064526	SNACK SIZE
Registration Number:	1579331	SNAP-E-TOM
Registration Number:	2095082	
Registration Number:	1487667	SUMMER CRISP
Registration Number:	1990676	SUNFRESH
Registration Number:	2009258	SUNFRESH
Registration Number:	1438224	SWEET MAY
Registration Number:	2284920	THE FRESHEST IDEAS IN ITALIAN COOKING
Registration Number:	2639215	TO-GO
Registration Number:	2043076	VERY CHERRY
Registration Number:	2104942	VERY CHERRY

**CORRESPONDENCE DATA**

Fax Number: (415)247-3263

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

Phone: (415) 247-3236

Email: catherine.coxe@delmonte.com

Correspondent Name: Catherine Coxé

Address Line 1: One Market @ The Landmark  
Address Line 2: P.O. Box 193575  
Address Line 4: San Francisco, CALIFORNIA 94105

NAME OF SUBMITTER:	Catherine Coxe
Signature:	/catherine coxe/
Date:	11/07/2005

Total Attachments: 7  
source=oath - 2002 (2)#page1.tif  
source=Certificate of Merger#page1.tif  
source=Certificate of Merger#page2.tif  
source=Certificate of Merger#page3.tif  
source=Certificate of Incorporation#page1.tif  
source=Certificate of Incorporation#page2.tif  
source=Certificate of Amendment#page1.tif

# Delaware

PAGE 1

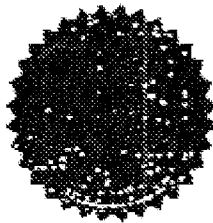
*The First State*

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:

"DEL MONTE CORPORATION", A NEW YORK CORPORATION,

WITH AND INTO "SKY FOODS INC." UNDER THE NAME OF "DEL MONTE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2002, AT 10:55 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3532840 8100M

020780668

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2162394

DATE: 12-20-02

TRADEMARK

REEL - 003189 FRAME - 0762

**CERTIFICATE OF MERGER**

of

**DEL MONTE CORPORATION**

with and into

**SKF FOODS INC.**

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 10:55 AM 12/20/2002  
020780668 - 3532840

Pursuant to Section 252 of the General Corporation Law of the State of Delaware, SKF Foods Inc., a Delaware corporation,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger herein certified (the "Merger") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
SKF Foods Inc.	Delaware
Del Monte Corporation	New York

SECOND: The Agreement and Plan of Merger, dated as of June 12, 2002 (the "Merger Agreement"), among H. J. Heinz Company, a Pennsylvania corporation, SKF Foods Inc., Del Monte Corporation and Del Monte Foods Company, a Delaware corporation, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware (the "DGCL").

THIRD: The name of the surviving corporation is SKF Foods Inc. (the "Surviving Corporation"). The name of the Surviving Corporation shall be amended in the Merger to be "Del Monte Corporation".

FOURTH: The Certificate of Incorporation of SKF Foods Inc. as in effect immediately prior to the Merger shall be amended as set forth in Exhibit A hereto and, as so amended, shall constitute the Certificate of Incorporation of the Surviving Corporation.

FIFTH: The executed Merger Agreement is on file at an office of the Surviving Corporation. The address of this office is One Market @ The Landmark, San Francisco, CA 94105.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of Del Monte Corporation is as follows:

2,000 shares of common stock, par value \$1.00 per share.



IN WITNESS WHEREOF, SKF Foods Inc. has caused this Certificate of Merger to be signed as of the 20<sup>th</sup> of December, 2002.

SKF FOODS INC.

BY:     *L.A. Gallo*      
Name: Leonard A. Gallo  
Title: Treasurer

CERTIFICATE OF INCORPORATION  
OF DEL MONTE CORPORATION

FIRST. The name of the Corporation is *Del Monte Corporation*.

SECOND. The registered office and registered agent of the Corporation in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law or any successor statute.

FOURTH. The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of common stock, par value \$0.01 per share.

FIFTH. The name and mailing address of the incorporator is Francoise Plusqueliec, Simpson Thacher & Bartlett, 125 Lexington Avenue, New York, New York 10017.

SIXTH. The Board of Directors of the Corporation, acting by majority vote, is expressly authorized to make, alter, amend or repeal the By-laws of the Corporation.

SEVENTH

1. To the fullest extent permitted by the Delaware General Corporation Law as the same now exists or may hereafter be amended, the Corporation shall indemnify, and advance expenses to, any person who is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Notwithstanding the preceding sentence, the Corporation shall not be required to indemnify any person in connection with a proceeding (or part thereof) commenced by such person if the commencement of such proceeding (or part thereof) was not authorized by the Board of Directors of the Corporation. The Corporation, by action of its Board of Directors, may provide indemnification or advance expenses to employees and agents of the Corporation or other persons only on such terms and conditions and to the extent determined by the Board of Directors in its sole and absolute discretion.

2. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article Seventh shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any By-law, agreement, contract, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

3. The Corporation shall have the power to purchase and maintain insurance to protect itself and any person who is or was a director, officer, employee or agent of the

Corporation, or while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power or the obligation to indemnify him against such liability under the Delaware General Corporation Law or the provisions of this Article Seventh.

4. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article Seventh shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such officer or director. The indemnification and advancement of expenses that may have been provided to an employee or agent of the Corporation by action of the Board of Directors, pursuant to the last sentence of Paragraph 1 of this Article Seventh, shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be an employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person, after the time such person has ceased to be an employee or agent of the Corporation, only on such terms and conditions and to the extent determined by the Board of Directors in its sole discretion.

**EIGHTH.** A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Delaware General Corporation Law as the same exists or may hereafter be amended. If the Delaware General Corporation Law is amended after the effective date of this Certificate of Incorporation 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 Delaware General Corporation Law, as so amended.

Any amendment, modification or repeal of the foregoing paragraph shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

**NINTH.** Unless and except to the extent that the By-laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

A021220000387

CSC 45

CERTIFICATE OF AMENDMENT  
OF APPLICATION FOR AUTHORITY  
OF  
SKF FOODS INC.

Under Section 1309 of the Business Corporation Law

FIRST: The name of the corporation as said name appears on the index of names of existing domestic and foreign corporations of any type or kind in the New York Department of State, is SKF Foods Inc.

SECOND: The jurisdiction of incorporation of the corporation is Delaware.

THIRD: The date the corporation was authorized to do business in the State of New York is June 12, 2002.

FOURTH: The amendment of the Application for Authority hereby effected is to change the name of the corporation in the State of New York. The statement of the name of the corporation in the application for authority of the corporation, as now in force and effect, is amended to read as follows:

"De! Monte Corporation"

FIFTH: The change of name of the corporation herein stated was effected under the laws of the jurisdiction of incorporation of the corporation on December 20, 2002.

EXECUTED on December 20, 2002.

By: /s/ Jon W. Graves  
Name: Jon W. Graves  
Title: Assistant Treasurer