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
IHF/GM Holding Corporation		09/23/2004	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: 1

Property Type	Number	Word Mark
Serial Number:	74274486	SMART CHOICE

CORRESPONDENCE DATA

Fax Number: (402)952-6870

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

Phone: 4023413070

Email: tdeutmeyer@mcgrathnorth.com

Correspondent Name: Tracy L. Deutmeyer

Address Line 1: 1601 Dodge Street, Suite 3700 Address Line 4: Omaha, NEBRASKA 68102

NAME OF SUBMITTER:	Tracy L. Deutmeyer
Signature:	/Tracy L. Deutmeyer/
Date:	02/15/2006

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Delaware

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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.

Warriet Smith Hindson Harriet Smith Windson Secretary of Strate

AUTHENTICATION: 3377268 TRADEMARK

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State of Delaware Secretary of State Division of Corporations Delivered 01:55 PM 09/24/2004 FILED 02:01 PM 09/24/2004 JRV 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:

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

NAME

STATE OF INCORPORATION

ConAgra Foods Packaged

Delaware.

Foods Company, Inc.

(hereinafter sometimes referred to as the "Corporation")

ConAgra Dairy Foods Company

Delaware

ConAgra GPC, Inc.

Delaware

HIF/GM Holding Corporation

Delaware

Lamb-Weston, Inc.

Delaware

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

- The Corporation is the owner of all of the outstanding shares of each class of stock of each Subsidiary.
 - The Corporation hereby merges each Subsidiary into the Corporation. 3.

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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.

Debra L. Keith, Vice President Tax

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