

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/28/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GFI Holdings, Inc.		05/21/2007	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 47

Property Type	Number	Word Mark
Registration Number:	1106219	BIG JERK
Registration Number:	1220187	BIG MAMA
Registration Number:	2233933	BIG MAMA PICKLED SAUSAGE
Registration Number:	2230524	BIG MAMA PICKLED SAUSAGE
Registration Number:	1023351	BIG SLIM
Registration Number:	2573547	CAN'T KEEP IT DOWN.
Serial Number:	76623427	BREAKFAST JIM
Serial Number:	78685015	FAIRY SNAPMOTHER
Registration Number:	2370181	FIRE CRACKER
Registration Number:	2509523	FIRE CRACKER
Registration Number:	2232335	GIANT JERK
Registration Number:	2336109	GIANT SLIM
Serial Number:	78734643	I'M ABOUT TO SNAP

OP \$1190.00 1106219

Registration Number:	2518385	MACHO PACK
Registration Number:	1686578	
Registration Number:	2776312	
Registration Number:	1744691	
Registration Number:	3102839	PEMMICAN
Registration Number:	2730120	PEMMICAN
Registration Number:	2407232	PEMMICAN
Registration Number:	2767517	PEMMICAN
Registration Number:	0822012	PENROSE
Registration Number:	1012353	PENROSE
Registration Number:	3229963	PIERCIN' PEPPER
Registration Number:	2571373	REBELLI ACHE
Registration Number:	2576031	REBELLI-ACHE
Registration Number:	2530160	SIZE MATTERS
Registration Number:	0897953	SLIM JIM
Serial Number:	78873387	SLIM JIM
Registration Number:	2582603	SLIM JIM
Serial Number:	78924619	SLIM JIM MONSTER
Registration Number:	1995265	SNAP INTO A SLIM JIM
Registration Number:	3183239	SNAP MOMENTS
Serial Number:	78873385	SNAPALOPE
Serial Number:	77002657	SLIM JIM SNAP INTO A SLIM JIM SPICY SMOKED SNACK GIANT SLIM U.S. INSPECTED AND PASSED BY DEPARTMENT OF AGRICULTURE EST. 2103 NET WT. .97 OZ. (27.5G) WWW.SLIMJIM.COM MADE IN USA
Serial Number:	77002646	SNAPALOPE HUNTING ASSOCIATION OF AMERICA
Serial Number:	77002652	SNAPALOPE HUNTING ASSOCIATION OF AMERICA
Registration Number:	2839630	SNAPS
Serial Number:	77038268	SPICE AND ATTITUDE!
Registration Number:	1258724	SUPER JERK
Registration Number:	2329921	SUPER SLIM
Registration Number:	2553736	SURVIVE THE DAY!
Registration Number:	1685470	TIJUANA MAMA
Registration Number:	2236668	TIJUANA MAMA PICKLED SAUSAGE
Registration Number:	2236667	TIJUANA MAMA PICKLED SAUSAGE
Registration Number:	3227966	TINGLIN' TERIYAKI

Registration Number:

3112107

VERTICAL UPRISING

CORRESPONDENCE DATA

Fax Number: (402)952-6870

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

Phone: 402-341-3070

Email: trademark@mcgrathnorth.com

Correspondent Name: Tracy L. Deutmeyer

Address Line 1: 1601 Dodge Street

Address Line 2: Suite 3700 First National Tower

Address Line 4: Omaha, NEBRASKA 68102

NAME OF SUBMITTER:

Tracy L. Deutmeyer

Signature:

/Tracy L. Deutmeyer/

Date:

07/06/2007

Total Attachments: 2

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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 MERGER, WHICH MERGES:

"GFI HOLDINGS, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "CONAGRA FOODS, INC." UNDER THE NAME OF "CONAGRA FOODS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF MAY, A.D. 2007, AT 6:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-EIGHTH DAY OF MAY, A.D. 2007, AT 12:01 O'CLOCK A.M.

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

0818944 8100M

070603646



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5698669

DATE: 05-23-07

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:32 PM 05/22/2007
FILED 06:01 PM 05/22/2007
SRV 070603646 - 0818944 FILE

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

- FIRST: The name of the surviving corporation is ConAgra Foods, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is GFI Holdings, Inc., a California corporation.
- SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.
- THIRD: The name of the surviving corporation is ConAgra Foods, Inc., a Delaware corporation.
- FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.
- FIFTH: The authorized stock and par value of the non-Delaware corporation is as follows: 10,000,000 authorized shares with no par value.
- SIXTH: The merger is to become effective on May 28, 2007 at 12:01 a.m.
- SEVENTH: The Agreement of Merger is on file at One ConAgra Drive, Omaha, Nebraska 68102, an office of the surviving corporation.
- EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer on this 21st day of May, 2007.

By: Colleen Batcheler
Colleen Batcheler, Vice President, Chief Securities
Counsel and Corporate Secretary