

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/21/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Alexia Foods, Inc.		05/21/2008	CORPORATION: DELAWARE

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: 28

Property Type	Number	Word Mark
Registration Number:	2843523	ALEXIA
Registration Number:	2843522	ALEXIA
Registration Number:	3137126	ALEXIA ARTISAN BREADS
Registration Number:	3402591	ALEXIA CHICKEN NUGGETS
Registration Number:	3137127	ALEXIA FRENCH
Registration Number:	3137125	ALEXIA GARLIC BAGUETTE
Registration Number:	3331416	ALEXIA GARLIC FRIES
Registration Number:	2841189	ALEXIA HANNA GOLD
Registration Number:	3160904	ALEXIA HASHED BROWNS
Registration Number:	3155267	ALEXIA MASHED POTATOES
Registration Number:	3046931	ALEXIA MOZZARELLA STIX
Registration Number:	3007969	ALEXIA MUSHROOM BITES
Registration Number:	3007968	ALEXIA ONION RINGS

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Registration Number:	3007978	ALEXIA OVEN BLENDS
Registration Number:	2744184	ALEXIA OVEN FRIES
Registration Number:	3235344	ALEXIA PIZZA SNACKS
Registration Number:	3379573	ALEXIA POTATO NUGGETS
Registration Number:	3136842	ALEXIA SWEET POTATO
Registration Number:	3137129	ALEXIA THREE CHEESE
Registration Number:	3155256	ALEXIA WAFFLE FRIES
Registration Number:	3137128	ALEXIA WHOLE GRAIN
Registration Number:	2740755	ALEXIA YUKON GOLD
Registration Number:	3393113	ALL NATURAL GOURMET ALEXIA QUALITY PIZZA SNACKS
Registration Number:	2858673	COUNTRY REDS
Registration Number:	2913657	MORNING FRIES
Registration Number:	2868100	NORTHWEST RUSSET
Registration Number:	3043261	OVEN CRINKLES
Registration Number:	2858563	OVEN REDS

CORRESPONDENCE DATA

Fax Number: (402)964-5050
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 402-964-5144
Email: pto-om@huschblackwell.com
Correspondent Name: Christopher M. Bikus
Address Line 1: 1620 Dodge Street
Address Line 2: Suite 2100
Address Line 4: Omaha, NEBRASKA 68102

ATTORNEY DOCKET NUMBER:	500627.178 ALEXIA ASSIGN
NAME OF SUBMITTER:	Christopher M. Bikus
Signature:	/Christopher M. Bikus/
Date:	02/26/2009

Total Attachments: 3

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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:

"ALEXIA FOODS, INC.", A DELAWARE 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. 2008, AT 3:57
O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-FIFTH DAY
OF MAY, A.D. 2008, AT 11:59 O'CLOCK P.M.

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



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080591251

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6611844

DATE: 05-23-08

TRADEMARK
REEL: 003942 FRAME: 0919

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

**ALEXIA FOODS, INC.
(A Delaware Corporation)**

INTO

**CONAGRA FOODS, INC.
(A Delaware Corporation)**

Pursuant to Section 253 of the General Corporation Law of Delaware it is hereby certified that:

1. **CONAGRA FOODS, INC.** (hereinafter sometimes referred to as the "Foods"), as the merger survivor, is a for profit corporation incorporated on December 5, 1975 pursuant to the provisions of the General Corporations Law of the State of Delaware.
2. **ALEXIA FOODS, INC.**, the merger's non-survivor, (hereinafter sometimes referred to as "Alexia") is a for profit corporation incorporated on July 8, 2003 pursuant to the provisions of the General Corporations Law of the State of Delaware.
3. Foods is the sole shareholder of Alexia, owning of all its 100 outstanding shares of common stock.
4. Set forth below is a copy of the resolutions, unanimously adopted on May 21, 2008 by each of the constituent corporations, to merge the said **ALEXIA FOODS, INC.** into **CONAGRA FOODS, INC.**:

"RESOLVED, that Alexia Foods, Inc., a wholly owned subsidiary of ConAgra Foods, Inc, be merged out of existence with and into ConAgra Foods, Inc. in accordance with the Delaware Corporation Law, to be possessed of all of its liabilities, obligations, estate, property, rights and privileges.

FURTHER RESOLVED, that the issued shares of Alexia Foods, Inc. 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.

FURTHER RESOLVED, that the Certificate of Incorporation of Foods, as the surviving corporation, shall remain the Certificate of Incorporation, without the need for any amendment.

FURTHER RESOLVED, that the foregoing merger shall be effective May 25, 2008 at 11:59 p.m.

FURTHER RESOLVED, that any officer of the constituent corporations is hereby authorized to execute and file on behalf of the corporations, all documents, certificates and instruments as may be required or appropriate to effect the merger of ALEXIA FOODS, INC. with and into CONAGRA FOODS, INC., including, without limitation, the Agreement of Merger and Certificate of Ownership and Merger."

5. The Agreement of Merger has been approved, adopted and executed by the constituent corporations and is on file at their principal place of business, One ConAgra Drive, Omaha, Nebraska 68102, a copy of which will be furnished by Foods, on request of and without cost to, any stockholder or person holding an interest to 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, 2008.

CONAGRA FOODS, INC.



Colleen Batcheler
Corporate Secretary