

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/28/2010		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Lincoln Snacks Company		03/22/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Lincoln Snacks Holding Company, Inc.		
Street Address:	One ConAgra Drive		
City:	Omaha		
State/Country:	NEBRASKA		
Postal Code:	68102		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 13			
Property Type	Number	Word Mark	
Registration Number:	3423434	BELGIAN LOVE AFFAIR	
Registration Number:	3423503	DECADENCE YOU DESERVE	
Registration Number:	0727081	FIDDLE FADDLE	
Registration Number:	2645142	FIDDLE FADDLE	
Registration Number:	3413402	NIGHTS IN WHITE CHOCOLATE	
Registration Number:	0687644	POPPYCOCK	
Registration Number:	0760408	POPPYCOCK	
Registration Number:	3097960	POPPYCOCK JUST THE NUTS!	
Registration Number:	0923936	SCREAMING YELLOW ZONKERS!	
Registration Number:	3135751	SCREAMING ZEBRA ZONKERS	
Registration Number:	3423433	SIMPLY DIVA	
Registration Number:	3271347	THE FUN, SWEET, SALTY SNACK FOR THE WHOLE FAMILY!	
Registration Number:	3419012	TOAST OF THE TOWN	

CH \$340.00 3423434

900166902

TRADEMARK
 REEL: 004241 FRAME: 0770

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

NAME OF SUBMITTER:

Christopher M. Bikus

Signature:

/Christopher M. Bikus/

Date:

07/13/2010

Total Attachments: 4

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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:

"LINCOLN SNACKS COMPANY", A DELAWARE CORPORATION,
WITH AND INTO "LINCOLN SNACKS HOLDING COMPANY, INC." UNDER
THE NAME OF "LINCOLN SNACKS HOLDING COMPANY, INC.", A
CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE
OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE
TWENTY-THIRD DAY OF MARCH, A.D. 2010, AT 11:31 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-EIGHTH DAY
OF MARCH, A.D. 2010, AT 11:50 O'CLOCK P.M.

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

3397187 8100M

100307234

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7890241

DATE: 03-24-10

TRADEMARK
REEL: 004241 FRAME: 0772

CERTIFICATE OF OWNERSHIP

MERGING

LINCOLN SNACKS COMPANY
(A Delaware Corporation)

INTO

LINCOLN SNACKS HOLDING COMPANY, INC.
(A Delaware Corporation)

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

1. LINCOLN SNACKS HOLDING COMPANY, INC. (hereinafter sometimes referred to as the "HOLDING COMPANY"), as the merger survivor, is a for profit corporation incorporated on May 29, 2001 pursuant to the provisions of the General Corporations Law of the State of Delaware.
2. LINCOLN SNACKS COMPANY, the merger's non-survivor, (hereinafter sometimes referred to as "SNACKS COMPANY") is a for profit corporation incorporated on August 6, 1992 pursuant to the provisions of the General Corporations Law of the State of Delaware.
3. HOLDING COMPANY lawfully owns 100% of the outstanding shares of common stock of SNACKS COMPANY.
4. Set forth below is a copy of the resolutions, unanimously adopted on March 22, 2010 by each of the constituent corporations, to merge the said SNACKS COMPANY into HOLDING COMPANY:

"RESOLVED, that SNACKS COMPANY, a wholly owned subsidiary of HOLDING COMPANY, be merged out of existence with and into HOLDING COMPANY in accordance with the General Corporation Law of the State of Delaware, to be possessed of all of its liabilities, obligations, estate, property, rights, privileges and franchises.

FURTHER RESOLVED, that the issued shares of SNACKS COMPANY 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 Amended and Restated Certificate of Incorporation of HOLDING COMPANY, 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 March 28, 2010 at 11:50 p.m.

FURTHER RESOLVED, that any officer of the Corporation is hereby authorized, directed to make, execute and file on behalf of the Corporation, in the office of the Secretary of State of Delaware, with a certified copy also filed in the office of the Recorder of Deeds of New Castle County, Delaware, a Certificate of Ownership setting forth (1) a copy of the resolutions to merge said SNACKS COMPANY into HOLDING COMPANY (2) HOLDING COMPANY's assumption of the liabilities and obligations of SNACKS COMPANY; and (3) the date of adoption thereof.

FURTHER RESOLVED, that any officer of the Corporation is hereby authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in any way necessary or proper to effect said merger.

5. The Agreement and Plan of Merger, attached hereto as Exhibit A, has been duly approved, adopted, certified, executed and acknowledged by the constituent corporations and is on file at their joint principal place of business, One ConAgra Drive, Omaha, Nebraska 68102, a copy of which will be furnished by HOLDING COMPANY, on request of and without cost to, any stockholder of, 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 22nd day of March, 2010.

LINCOLN SNACKS HOLDING COMPANY, INC.



Jessica Smith
Assistant Secretary

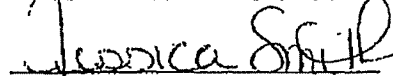
Exhibit A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER approved, adopted, executed and acknowledged on March 22, 2010, to be effective March 28, 2010, by LINCOLN SNACKS COMPANY and LINCOLN SNACKS HOLDING COMPANY, INC., both incorporated under the laws of the State of Delaware, and by joint resolutions of both of their Boards of Directors and the sole shareholder of LINCOLN SNACKS COMPANY hereby agree as follows:

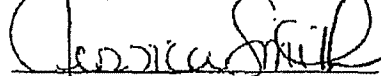
1. LINCOLN SNACKS COMPANY and LINCOLN SNACKS HOLDING COMPANY, INC. shall, pursuant to the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, LINCOLN SNACKS HOLDING COMPANY, INC., which shall be the surviving corporation upon the effective date of the merger, to sometimes be hereinafter referred to as "Surviving Corporation". Surviving Corporation shall continue to exist under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of LINCOLN SNACKS COMPANY, sometimes hereinafter referred to as "Terminating Corporation", shall cease upon the effective date of the merger in accordance with the provisions of the General Corporation Law of the State of Delaware.
2. The Amended and Restated Certificate of Incorporation of the Surviving Corporation, as now in force and effect, shall be the Certificate of Incorporation of said Surviving Corporation and said Amended and Restated Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.
3. Each issued share of the Terminating Corporation shall, upon the effective date of the merger, be surrendered and extinguished, and shall not be converted or exchanged in any manner. Each said issued share of the Surviving Corporation which exists as of the effective date of the merger shall continue to represent one share of the Surviving Corporation.
4. The effective date of the merger shall be March 28, 2010 at 11:50 p.m.
5. This Agreement and Plan of Merger will be on file at the principal place of business, of Surviving Corporation, One ConAgra Drive, Omaha, Nebraska 68102, who agrees to furnish a copy at the request of and without cost to, any stockholder, member, entity or person holding an interest to the constituent corporations.
6. This Agreement and Plan of Merger has been duly adopted, approved, certified, executed and acknowledged by the constituent corporations pursuant to the provisions of §251 of the General Corporation Law of the State of Delaware. Although it was granted, approval was not required of the shareholders of LINCOLN SNACKS HOLDING COMPANY, INC., pursuant to §251(f) of the General Corporation Law of the State of Delaware.

LINCOLN SNACKS COMPANY



Jessica Smith
Assistant Secretary

LINCOLN SNACKS HOLDING COMPANY, INC.



Jessica Smith
Assistant Secretary