

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 Holding Company, Inc.		03/22/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	ConAgra Grocery Products Company, LLC		
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!	

900166952

TRADEMARK
 REEL: 004242 FRAME: 0287

CH \$340.00 3423434

Registration Number:	3419012	TOAST OF THE TOWN
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CORRESPONDENCE DATA

Fax Number: (402)964-5050

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

Phone: 4029645144

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:	500627.1
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NAME OF SUBMITTER:	Christopher M. Bikus
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Signature:	/Christopher M. Bikus/
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Date:	07/14/2010
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Total Attachments: 3

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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 MERGER, WHICH MERGES:

"LINCOLN SNACKS HOLDING COMPANY, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CONAGRA GROCERY PRODUCTS COMPANY, LLC" UNDER THE NAME OF "CONAGRA GROCERY PRODUCTS COMPANY, LLC", A LIMITED LIABILITY COMPANY 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 11:32 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2010, AT 11:59 O'CLOCK P.M.

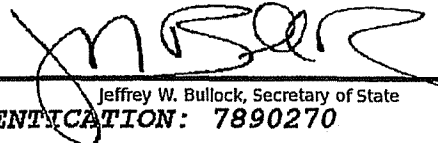
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3248887 8100M

100307245

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7890270

DATE: 03-24-10

TRADEMARK
REEL: 004242 FRAME: 0289

CERTIFICATE OF MERGER

MERGING

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

INTO

CONAGRA GROCERY PRODUCTS COMPANY, LLC
(A Delaware Limited Liability Company)

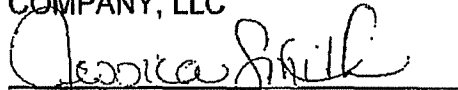
State of Delaware
Secretary of State
Division of Corporations
Delivered 11:31 AM 03/23/2010
FILED 11:32 AM 03/23/2010
SRV 100307245 - 3248887 FILE

Pursuant to Title 8, §264(c) of the General Corporation Law of the State of Delaware and Title 6 §18-209 of the Limited Liability Company Act of the State of Delaware, it is hereby certified that:

1. CONAGRA GROCERY PRODUCTS COMPANY, LLC (hereinafter sometimes referred to as the "GROCERY"), as the merger survivor, is a limited liability company organized on June 21, 2000, pursuant to the provisions of the Limited Liability Company Act of the State of Delaware.
2. LINCOLN SNACKS HOLDING COMPANY, INC., the merger's non-survivor, (hereinafter sometimes referred to as "HOLDING") is a for profit corporation incorporated on May 29, 2001, pursuant to the provisions of the Delaware Business Corporation Act.
3. The Agreement and Plan of Merger, attached hereto as "Exhibit A", has been duly approved, adopted, certified, executed, and acknowledged by the member, shareholder and directors of GROCERY and HOLDINGS.
4. This merger is to become effective on March 28, 2010 at 11:59 p.m.
5. The Agreement and Plan of Merger is on file at GROCERY'S principal place of business, One ConAgra Drive, Omaha, Nebraska 68102.
6. A copy of the Agreement and Plan of Merger will be furnished by GROCERY, at the request of and without cost to, any member of any constituent limited liability company or stockholder of any constituent corporation.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized officer on this 22nd day of March, 2010.

CONAGRA GROCERY PRODUCTS
COMPANY, LLC



Jessica Smith
Assistant Secretary

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER approved on March 22, 2010, to be effective March 28, 2010, by LINCOLN SNACKS HOLDING COMPANY, INC., incorporated under the laws of the State of Delaware and, CONAGRA GROCERY PRODUCTS COMPANY, LLC, organized under the laws of the State of Delaware, and by joint resolutions of their respective Board of Directors, sole shareholder and sole member, hereby agree as follows:

LINCOLN SNACKS HOLDING COMPANY, INC. and CONAGRA GROCERY PRODUCTS COMPANY, LLC shall, pursuant to the provisions of the General Corporation Law of the State of Delaware and the Limited Liability Company Act of the State of Delaware, be merged with and into a single entity, to wit, CONAGRA GROCERY PRODUCTS COMPANY, LLC, which shall be the surviving entity upon the effective date of the merger, to sometimes be hereinafter referred to as "Surviving Entity". Surviving Entity shall continue to exist under its present name pursuant to the provisions of the Limited Liability Company Act of the State of Delaware. The separate existence of LINCOLN SNACKS HOLDING COMPANY, INC., 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 and Limited Liability Company Act of the State of Delaware.

The Certificate of Formation of the Surviving Entity, as now in force and effect, shall be the Certificate of Formation of said Surviving Entity and said Certificate of Formation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Limited Liability Company Act of the State of Delaware.

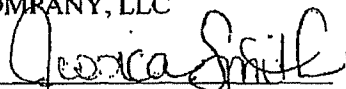
Each issued share of the Terminating Corporation shall, upon the effective date of the merger, be surrendered and extinguished, and shall not be converted or exchanged in any manner. The capital account of the sole member of the Surviving Entity which exists as of the effective date of the merger shall remain unamended by this merger.

The effective date of the merger shall be March 28, 2010 at 11:59 p.m.

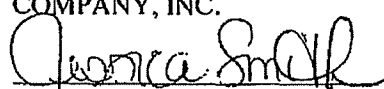
This Agreement and Plan of Merger will be on file at the principal place of business, of Surviving Entity, One ConAgra Drive, Omaha, Nebraska 68102, who agrees to furnish a copy at the request of, and without cost to, any stockholder, member, entity or person holding an interest to the constituent entities.

This Agreement and Plan of Merger has been duly adopted, approved, executed and acknowledged by the sole member of CONAGRA GROCERY PRODUCTS COMPANY, LLC, pursuant to §18-209(b) of the Limited Liability Company Act of the State of Delaware. Terminating Corporation's Board of Directors and sole shareholder duly adopted, approved, executed and acknowledged this Agreement and Plan of Merger pursuant to §264(c) of the General Corporation Law of the State of Delaware.

CONAGRA GROCERY PRODUCTS
COMPANY, LLC


Jessica Smith
Assistant Secretary

LINCOLN SNACKS HOLDING
COMPANY, INC.


Jessica Smith
Assistant Secretary