

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM543670

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Amalgamation		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GARDEN PROTEIN INTERNATIONAL, INC.		05/27/2019	Corporation: CANADA
RECEIVING PARTY DATA			
Name:	CONAGRA BRANDS CANADA, INC. / MARQUES CONAGRA CANADA INC.		
Street Address:	199 BAY STREET		
Internal Address:	SUITE 5300 COMMERCE COURT WEST		
City:	TORONTO		
State/Country:	MISSOURI		
Postal Code:	M5L 1B9		
Entity Type:	Corporation: CANADA		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Registration Number:	4412900	GARDEIN	
Registration Number:	3545141	GARDEIN	
Registration Number:	4434555	GARDEIN GARDEN PROTEIN	
Registration Number:	4412899	GARDEN PROTEIN	
Registration Number:	5645685	DELICIOUSLY MEAT-FREE	
Registration Number:	5748486	GARDEIN DELICIOUSLY MEAT-FREE	
Registration Number:	5541109	GARDEIN	
Serial Number:	87750017	MEATLESS MEATS	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	3144801500		
Email:	Nicole.Anderson@huschblackwell.com		
Correspondent Name:	Daan G. Erikson		
Address Line 1:	190 Carondelet Plaza, Suite 600		
Address Line 4:	St. Louis, MISSOURI 63105		

CH \$215.00 4412900

ATTORNEY DOCKET NUMBER:	500627.163
DOMESTIC REPRESENTATIVE	
Name:	Daan G. Erikson
Address Line 1:	190 Carondelet Plaza, Suite 600
Address Line 4:	St. Louis, MISSOURI 63105
NAME OF SUBMITTER:	Nicole Anderson
SIGNATURE:	/Nicole Anderson/
DATE SIGNED:	10/03/2019
Total Attachments: 7 source=Amalgamation-Fusion#page1.tif source=Amalgamation-Fusion#page2.tif source=Amalgamation-Fusion#page3.tif source=Amalgamation-Fusion#page4.tif source=Amalgamation-Fusion#page5.tif source=Amalgamation-Fusion#page6.tif source=Amalgamation-Fusion#page7.tif	



Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

Conagra Brands Canada Inc.
Marques Conagra Canada Inc.

Corporate name / Dénomination sociale

1142896-9

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Raymond Edwards

Director / Directeur

2019-05-27

Date of Amalgamation (YYYY-MM-DD)
Date de fusion (AAAA-MM-JJ)



**Canada Business Corporations Act (CBCA)
FORM 9
ARTICLES OF AMALGAMATION
(Section 185)**

1 - Corporate name of the amalgamated corporation

Conagra Brands Canada Inc.
Marques Conagra Canada Inc.

2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)

Ontario

3 - The classes and any maximum number of shares that the corporation is authorized to issue

See Schedule "A" attached.

4 - Restrictions, if any, on share transfers

See Schedule "B" attached.

5 - Minimum and maximum number of directors (for a fixed number of directors, indicate the same number in both boxes)

Minimum number Maximum number

6 - Restrictions, if any, on the business the corporation may carry on

None

7 - Other provisions, if any

See Schedule "C" attached.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

<input checked="" type="radio"/> 183 - Long form: approved by special resolution of shareholders	<input type="radio"/> 184(1) - Vertical short-form: approved by resolution of directors	<input type="radio"/> 184(2) - Horizontal short-form: approved by resolution of directors
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9 - Declaration

I hereby certify that I am a director or an authorized officer of the following corporation:

Name of the amalgamating corporations	Corporation number	Signature
See Schedule "D" attached.	-	
	-	
	-	
	-	

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).

SCHEDULE A

3. The classes and any maximum number of shares that the Corporation is authorized to issue

The Corporation is authorized to issue one class of shares, to be designated as "Common Shares", in an unlimited number.

The Common Shares shall have attached thereto the following rights:

1. to vote at any meeting of shareholders of the Corporation;
2. to receive any dividend declared by the Corporation; and
3. to receive the remaining property of the Corporation on dissolution.

SCHEDULE B

4. Restrictions, if any, on share transfers

The right to transfer shares of the Corporation shall be restricted in that no holder of such shares shall be entitled to transfer any shares without either:

- (a) if the transfer of such shares is restricted by any shareholders' agreement, complying with such restrictions in such agreement; or
- (b) if there are no such restrictions, either:
 - (i) the approval of the directors of the Corporation expressed by a resolution passed by a majority of the directors at a meeting of the board of directors or by a resolution in writing signed by all of the directors of the Corporation; or
 - (ii) the approval of the holders of at least a majority of the shares of the Corporation entitling the holders thereof to vote in all circumstances (other than a separate class vote of the holders of another class of shares of the Corporation) for the time being outstanding expressed by a resolution passed at a meeting of the holders of such shares or by a resolution in writing signed by all of the shareholders of the Corporation entitled to vote on that resolution (other than a separate class vote of the holders of another class of shares of the Corporation).






SCHEDULE C

7. Other provisions, if any

1. The right to transfer securities of the Corporation (other than non-convertible debt securities of the Corporation) shall be restricted in that no holder of such securities shall be entitled to transfer any securities without either:
 - (a) if the transfer of such securities is restricted by any security holders' agreement, complying with such restrictions in such agreement; or
 - (b) if there are no such restrictions, either:
 - (i) the approval of the directors of the Corporation expressed by a resolution passed by a majority of the directors at a meeting of the board of directors or by a resolution in writing signed by all of the directors of the Corporation; or
 - (ii) the approval of the holders of at least a majority of the securities of the Corporation entitling the holders thereof to vote in all circumstances for the time being outstanding expressed by a resolution passed at a meeting of the holders of such securities or by a resolution in writing signed by all of the security holders of the Corporation entitled to vote on that resolution.
2. The Corporation shall have a lien on the shares registered in the name of a shareholder or the shareholder's personal representative for a debt of that shareholder to the Corporation.
3. The directors may, between annual meetings of shareholders, appoint one or more additional directors of the Corporation to serve until the next annual meeting of shareholders, but the number of additional directors shall not at any time exceed one-third of the number of directors who held office at the expiration of the last meeting of the shareholders of the Corporation.

SCHEDULE D

9. Declaration

I hereby certify that I am a director or an authorized officer of the following corporation:		
<u>Name of the amalgamating corporations</u>	<u>Corporation number</u>	<u>Signature</u>
Pinnacle Foods Canada Corporation	1141559-0	
Garden Protein International Inc.	908832-6	
Importations De-Ro-Ma (1983) Ltée	1141547-6	
ConAgra Foods Canada Inc. Aliments ConAgra Canada Inc.	430287-7	
ConAgra DMAT Limited	807389-9	
ConAgra DMAT II Limited	808333-9	



Form 2
**Initial Registered Office Address
and First Board of Directors**
*Canada Business Corporations Act
(CBCA) (s. 19 and 106)*

Formulaire 2
**Siège social initial et premier
conseil d'administration**
*Loi canadienne sur les sociétés par
actions (LCSA) (art. 19 et 106)*

1 Corporate name
Dénomination sociale

Conagra Brands Canada Inc.
Marques Conagra Canada Inc.

2 Address of registered office
Adresse du siège social

199 Bay Street
Suite 5300 Commerce Court West
Toronto ON M5L 1B9

3 Additional address
Autre adresse

4 Members of the board of directors
Membres du conseil d'administration

		Resident Canadian Résident Canadien
Robert G. Wise	222 W. Merchandise Mart Plaza, Suite 1300, Chicago IL 60654, United States	No / Non
Bo Johan Nystedt	222 W. Merchandise Mart Plaza, Suite 1300, Chicago IL 60654, United States	No / Non
Ian Roberts	5055 Satellite Drive, Mississauga ON L4W 5K7, Canada	Yes / Oui
Carey L. Bartell	222 W. Merchandise Mart Plaza, Suite 1300, Chicago IL 60654, United States	No / Non

5 Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form.
Déclaration: J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.

Original signed by / Original signé par
Carey L. Bartell

Carey L. Bartell
312-549-5170

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.