

12-20-2002

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102316879

Attached original documents or copy thereof.

To the Honorable Commissioner of Pa

1. Name of conveying party(ies):

Pro-Mark International, Inc.

12-20-02

- Individual(s)
- General Partnership
- Corporation-State Idaho
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 13, 2002

2. Name and address of receiving party(ies):

Name: H. J. Heinz Company

Internal Address:

Street Address: 600 Grant Street, 7th Floor

City: Pittsburgh State: PA ZIP: 15219

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Pennsylvania
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

78 applications  
see attached schedules

B. Trademark registration No.(s)

300 registrations  
see attached schedules

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Dean A. Bierkan

Internal Address: H. J. Heinz Company

Street Address: 600 Grant Street, 7th Floor

City: Pittsburgh State: PA ZIP: 15219

6. Total number of applications and registrations involved:

378

7. Total fee (37 CFR 3.41): \$ 9,465.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-1631

(Attach duplicate copy of this page if paying by deposit account)

12/20/2002 T0IAZ1 00000160 081631 74582774

DO NOT USE THIS SPACE

01 FC:8521 40.00 CH  
02 FC:8522 9425.00 CH

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Nancy A. Linkes  
Name of Person Signing

*Nancy Linkes*  
Signature

December 20, 2002  
Date

Total number of pages comprising cover sheet: 26

TRADEMARK

**Infant Feeding and College Inn/Private-label Soup Trademarks**

Transferred Marks

Name	Country	Reference#	Filed	App#	REGDT	Reg#	Status	Classes
All American & Star Design	United States	9400313	10/5/1994	74/582,774	07/29/1997	2,084,322	Registered	29
College Inn	United States	T03106US0	02/16/1949	71/573,919	04/22/1952	557,830	Registered	29
College Inn	United States	T03106US1	07/31/1924	71/200,749	02/03/1925	194,678	Registered	29
Great American & Design Label	United States	8901005	12/03/1965	233,903	07/04/1967	831,551	Registered	29
Connection	United States	T03747US00	10/14/2002	78/175,123			Pending	42
Simple Goodness in Banner Design	United States	T02800US0	01/16/1997	75/226,782	12/02/1997	2,118,055	Registered	05
Apple Heart Design	United States	T03263US0	9/10/2002	78/162,521			Pending	05
Natural Nutrition The Way Nature Intended	United States	T03337US0	08/16/2000	76/110,598			Pending	05
Toddler Cuisine	United States		12/04/200	78/191,108			Pending	05

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000002587-001  
12/19/2002

PROMARK INTERNATIONAL, INC. - HPP

Trademark Report by Mark  
Status: ACTIVE

Printed: 12/13/200 Page 1

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>7TH HEAVEN (STYLIZED)</b>							
UNITED STATES	8901708	05/26/1961	72/120,914	10/16/1962	739,458	REGISTERED	46
<b>9 LIVES GOURMET MEALS</b>							
UNITED STATES	T03687US0	02/04/2002	76/366,472			PENDING	31
<b>9 LIVES PLUS</b>							
UNITED STATES	T01775US0	02/29/1996	75/065,629	04/22/1997	2,054,655	REGISTERED	31
<b>9 LIVES PLUS CARE</b>							
UNITED STATES	T01774US0	02/28/1996	75/064,700	04/22/1997	2,054,643	REGISTERED	31
<b>9-LIVES (STYLIZED)</b>							
UNITED STATES	8901681	02/24/1959	72/068,331	11/24/1959	688,796	REGISTERED	46
<b>9-LIVES...EVERYTHING ELSE IS JUST CAT FOOD</b>							
UNITED STATES	T00029US1	11/09/1998	75/585,177	12/18/2001	2,520,590	REGISTERED	31
<b>A LOVE THAT CAN'T BE DENIED</b>							
UNITED STATES	T03678US0	02/05/2002	76/366,985			ALLOWED	31
<b>AMORE</b>							
UNITED STATES	8901606	10/06/1980	280,524	01/05/1982	1,185,072	REGISTERED	31
<b>BIG BITS</b>							
UNITED STATES	T02835US0	03/05/1997	75/252,480	10/27/1998	2,200,485	REGISTERED	31
<b>BRAIDED DOG FOOD DESIGN W/COLOR, 2-D</b>							
UNITED STATES	T03697US0	02/16/2002	78/109,250			PENDING	31
<b>BRAIDED DOG FOOD DESIGN, 3-D</b>							
UNITED STATES	T03698US0	02/16/2002	78/109,245			PENDING	31
<b>CANINE CARRY OUTS</b>							
UNITED STATES	T01355US0	01/18/1991	74/131,523	01/14/1992	1,671,980	REGISTERED	31
<b>CANINE CARRY OUTS BAC'N BITES</b>							
UNITED STATES	T03675US0	02/04/2002	76/367,365			PENDING	31
<b>CARIBBEAN CATCH</b>							
UNITED STATES	T03751US00	11/12/2002	78/184,258			PENDING	31
<b>CAT AND BOWL DESIGN</b>							
UNITED STATES	8901676	04/17/1973	72/454,862	02/26/1974	979,542	REGISTERED	46
<b>CAT DESIGN</b>							
UNITED STATES	T01406US0	04/26/1993	74/382,132	12/28/1993	1,813,953	REGISTERED	31

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>CAT POUNCING DESIGN</b>							
UNITED STATES	T02906US0	01/12/1998	75/416,288	11/03/1998	2,201,543	REGISTERED	31
<b>CAT WITH LIPS SMACKING DESIGN</b>							
UNITED STATES	T02904US0	01/12/1998	75/416,292	11/03/1998	2,201,544	REGISTERED	31
<b>CAT WITH SPARKLING TEETH DESIGN</b>							
UNITED STATES	T02905US0	01/12/1998	75/415,751	07/20/1999	2,262,474	REGISTERED	31
<b>CAT-NIPPERS</b>							
UNITED STATES	T01792US0	02/29/1996	75/065,630	03/11/1997	2,043,356	REGISTERED	31
<b>CHEW-LOTTA</b>							
UNITED STATES	T03752US00	11/21/2002	78/187,392			PENDING	31
<b>CHOP DESIGN</b>							
UNITED STATES	T01401US0	03/15/1989	73/786,807	11/21/1989	1,567,429	REGISTERED	31
<b>COUNTRY MIX</b>							
UNITED STATES	9200187	03/25/1985	73/528,406	04/01/1986	1,388,474	REGISTERED	31
<b>CRUNCHY MEALS</b>							
UNITED STATES	8901628	03/13/1986	73/587,817	09/05/1989	1,554,952	REGISTERED	31
<b>CUSTOM FITNESS</b>							
UNITED STATES	T01840US1	09/07/1999	75/792,719	07/24/2001	2,471,021	REGISTERED	31
<b>CYCLE</b>							
UNITED STATES	T01510US0	05/28/1970	72/361,119	04/13/1971	911,290	REGISTERED	46
<b>DOG DOCTOR &amp; HEART DESIGN</b>							
UNITED STATES	T03115US0	08/24/1998	75/541,452	01/29/2002	2,534,461	REGISTERED	31
<b>DOG FACE DESIGN</b>							
UNITED STATES	T01400US0	04/26/1993	74/382,716	12/28/1993	1,813,954	REGISTERED	31
UNITED STATES	T01403US0	03/15/1982	354,831	07/26/1983	1,246,544	REGISTERED	31
<b>DOG FACE WITH NEWSPAPER DESIGN</b>							
UNITED STATES	T01394US01	11/22/2002	78/187,849			PENDING	31
<b>DRUMSTIX WITH REAL CHICKEN &amp; TURKEY</b>							
UNITED STATES	T02907US0	01/12/1998	75/416,290	12/08/1998	2,209,127	REGISTERED	31
<b>FISHERMAN'S PLATTER</b>							
UNITED STATES	T01356US0	02/28/1986	585,269	09/16/1986	1,409,739	REGISTERED	31
<b>FISHETS</b>							
UNITED STATES	9200184	01/30/1986	73/580,296	02/14/1989	1,524,747	REGISTERED	31
<b>GAINES</b>							
UNITED STATES	T01518US1	08/22/2002	78/156,972			PENDING	31

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>GAINES-BURGERS</b>							
UNITED STATES	T01522US0	10/19/1961	130,281	06/12/1962	732,817	REGISTERED	46
<b>GAINES-PATTIES</b>							
UNITED STATES	T01526US0	01/25/1965	72/210,555	11/08/1966	818,354	REGISTERED	46
<b>GAINES-WICHES</b>							
UNITED STATES	T01530US0	12/23/1981	343,047	05/24/1983	1,239,668	REGISTERED	31
<b>GNAWSOME</b>							
UNITED STATES	T03746US00	06/07/1994	74/534,614	07/16/1996	1,987,531	REGISTERED	31
<b>GOURMET</b>							
UNITED STATES	T01358US0	12/15/1967	286,975	05/28/1968	849,922	REGISTERED	46
<b>GOURMET PLATTER</b>							
UNITED STATES	T01360US0	06/06/1986	602,839	12/23/1986	1,422,203	REGISTERED	31
<b>GRAVY TRAIN</b>							
UNITED STATES	T01531US0	03/05/1989	68,990	04/05/1960	695,774	REGISTERED	46
<b>GRILL BITS</b>							
UNITED STATES	9200560	07/06/1992	74/290,957	06/10/1997	2,070,102	REGISTERED	31
<b>HEALTHY CRUNCH</b>							
UNITED STATES	T02836US0	03/21/1997	75/261,215	11/24/1998	2,206,184	REGISTERED	31
<b>HER MAJESTY</b>							
UNITED STATES	8900345	08/22/1961	72/126,465	07/17/1962	734,652	REGISTERED	46
<b>HOT DOG IN BLANKET DESIGN W/COLOR, 2-D</b>							
UNITED STATES	T03699US0	02/16/2002	78/109,252			PENDING	31
<b>HOT DOG IN BLANKET DESIGN, 3-D</b>							
UNITED STATES	T03696US0	02/16/2002	78/109,247			PENDING	31
<b>HOT DOGGIES</b>							
UNITED STATES	8901648	07/07/1986	73/608,088	03/03/1987	1,431,423	REGISTERED	31
<b>JERKY TREATS</b>							
UNITED STATES	8901649	01/19/1978	155,835	12/12/1978	1,108,864	REGISTERED	31
<b>JERKY TREATS CHICKEN GRILLERS</b>							
UNITED STATES	9400007	01/24/1994	74/485,076	08/20/1996	1,995,891	REGISTERED	31
<b>JERKY TREATS SIZZLIN' BAC'N</b>							
UNITED STATES	T01803US0	03/07/1996	75/068,759	08/04/1998	2,178,965	REGISTERED	31
<b>KEN-L (IN SOLID STYLIZED FORM)</b>							
UNITED STATES	T01362US0	03/21/1946	71/498,713	12/03/1946	425,833	REGISTERED	46
UNITED STATES	T01362US1	08/06/1948	71/562,955	01/17/1950	520,049	REGISTERED	46

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>KEN-L RATION</b>							
UNITED STATES	T01366US0	08/28/1989	73/821,856	05/15/1990	1,596,722	REGISTERED	31
<b>KEN-L RATION &amp; DOG FACE WITH BANNER DESIGN</b>							
UNITED STATES	T01369US0	04/18/1975	74/049,900	12/23/1975	1,028,077	REGISTERED	31
<b>KEN-L RATION IN BANNER DESIGN</b>							
UNITED STATES	T01368US0	08/01/1991	74/190,784	10/13/1992	1,724,069	REGISTERED	31
<b>KEN-L RATION PRIME PLATTER</b>							
UNITED STATES	T01371US0	03/21/1984	471,498	03/12/1985	1,324,912	REGISTERED	31
<b>KEN-L-RATION (STYLIZED)</b>							
UNITED STATES	T01405US0	04/14/1924	71/195,491	08/26/1924	188,326	REGISTERED	46
<b>KIBBLES'N BITS</b>							
UNITED STATES	T01373US0	01/22/1991	74/132,509	08/11/1992	1,707,078	REGISTERED	31
<b>KIBBLES'N BITS'N BEEFY BITS</b>							
UNITED STATES	T03129US0	11/16/1998	75/589,317	09/28/1999	2,281,798	REGISTERED	31
<b>KIBBLES'N BITS'N BITS'N BITS</b>							
UNITED STATES	T01374US0	08/03/1983	437,687	09/11/1984	1,294,792	REGISTERED	31
<b>KING KUTS</b>							
UNITED STATES	T01375US0	03/17/1986	588,371	09/30/1986	1,411,567	REGISTERED	31
<b>KIT-E-RATION</b>							
UNITED STATES	T02106US0	03/26/1927	246,389	07/19/1927	230,270	REGISTERED	46
<b>KOZY KITTEN</b>							
UNITED STATES	8900346	06/16/1961	72/122,205	04/24/1962	730,530	REGISTERED	46
<b>MAIN DISH</b>							
UNITED STATES	T01377US0	12/26/1963	183,622	08/18/1964	775,498	REGISTERED	46
<b>MEATY BONE</b>							
UNITED STATES	8901661	02/09/1981	73/296,132	09/14/1982	1,208,798	REGISTERED	31
<b>MEATY CHOPS</b>							
UNITED STATES	T02719US0	09/23/1996	75/170,414	12/29/1998	2,215,073	REGISTERED	31
<b>MOIST MEALS</b>							
UNITED STATES	T01378US0	12/26/1973	72/445,063	04/23/1974	982,709	REGISTERED	46
UNITED STATES	T01379US0	03/10/1982	353,778	05/17/1983	1,238,676	REGISTERED	31
<b>MORRIS</b>							
UNITED STATES	8901675	04/17/1973	72/454,863	01/08/1974	976,448	REGISTERED	46
<b>NAW SOMES!</b>							
UNITED STATES	T03627US0	11/15/2001	76/337,617	09/24/2002	2,624,741	REGISTERED	31

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>NAW SOMES! AND BRAIDED DOG FOOD DESIGN W/COLOR</b>							
UNITED STATES	T03695US0	02/16/2002	78/109,254			PENDING	31
<b>NIBBLES 'N BITS</b>							
UNITED STATES	T02972US1	02/04/2002	76/366,979			ALLOWED	31
<b>PARTY SACK</b>							
UNITED STATES	T03265US0	03/13/2000	75/942,106	07/23/2002	2,598,773	REGISTERED	31
<b>PET PRODUCTS LOGO</b>							
UNITED STATES	9300188	03/09/1992	74/253,492	11/17/1992	1,733,415	REGISTERED	31
<b>PETELETHON</b>							
UNITED STATES	T02817US0	02/19/1997	75/243,848	11/04/1997	2,110,894	REGISTERED	42
<b>PETELETHON &amp; DESIGN</b>							
UNITED STATES	T02816US0	02/19/1997	75/243,847	11/04/1997	2,110,893	REGISTERED	42
<b>PETUNA (STYLIZED)</b>							
UNITED STATES	9100029	12/12/1955	71/699,792	01/22/1957	640,441	REGISTERED	46
<b>POUNCE</b>							
UNITED STATES	T01380US0	11/23/1962	157,790	09/03/1963	756,191	REGISTERED	46
UNITED STATES	T01381US0	11/14/1989	73/838,950	06/26/1990	1,603,734	REGISTERED	16
<b>POUNCE BASTE'MMS</b>							
UNITED STATES	T02976US0	03/25/1998	75/457,142	12/14/1999	2,300,812	REGISTERED	31
<b>POUNCE COMPLETE</b>							
UNITED STATES	T03690US0	02/04/2002	76/367,364			PENDING	31
<b>POUNCE HAIRBALL TREAT-MENT</b>							
UNITED STATES	T03124US0	11/09/1998	75/585,020	10/30/2001	2,502,454	REGISTERED	05
<b>POUNCE TREAT-MENT</b>							
UNITED STATES	T03061US0	06/04/1998	75/496,571	11/21/2000	2,406,831	REGISTERED	31
<b>POUNCE TWOSOMES</b>							
UNITED STATES	T03060US0	06/04/1998	75/496,553	12/14/1999	2,300,909	REGISTERED	31
<b>PUP-PERONI</b>							
UNITED STATES	T01506US0	08/06/1986	613,377	04/14/1987	1,436,599	REGISTERED	31
<b>PUPPERONI (STYLIZED)</b>							
UNITED STATES	T01399US0	02/02/1983	73/411,924	05/08/1984	1,277,297	REGISTERED	31
<b>PUPPIZZA (STYLIZED)</b>							
UNITED STATES	9500177	12/18/1987	701,750	10/04/1988	1,507,431	REGISTERED	31
<b>PURR</b>							
UNITED STATES	T03334US0	08/09/2000	76/105,110	01/29/2002	2,533,828	REGISTERED	31

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>PURR 'N SIMPLE</b>							
UNITED STATES	T01026US1	02/05/2002	76/366,738			PENDING	31
<b>PURR-FECTION</b>							
UNITED STATES	T03333US0	08/09/2000	76/104,919			PENDING	31
<b>PUSS'N BOOTS</b>							
UNITED STATES	T01392US0	10/01/1934	71/356,616	03/05/1935	322,305	REGISTERED	46
<b>PUSS'N BOOTS SUPREME</b>							
UNITED STATES	T01386US0	03/27/1986	590,265	10/07/1986	1,412,552	REGISTERED	31
<b>PUSS'N BOOTS SUPREME &amp; BANNER DESIGN</b>							
UNITED STATES	T01396US0	05/21/1986	600,025	12/23/1986	1,422,198	REGISTERED	31
<b>RECIPE</b>							
UNITED STATES	8900033	01/16/1976	73/074,489	10/26/1976	1,051,429	REGISTERED	31
UNITED STATES	8900032	09/03/1969	72/336,893	12/22/1970	904,928	REGISTERED	46
<b>REWARD</b>							
UNITED STATES	8901691	03/06/1956	72/003,956	01/08/1957	639,793	REGISTERED	46
<b>REWARD &amp; DESIGN</b>							
UNITED STATES	8900037	12/23/1987	73/702,552	11/22/1988	1,513,802	REGISTERED	31
<b>REWARDS FOR DOGS</b>							
UNITED STATES	8901692	05/05/1976	73/086,195	02/22/1977	1,060,044	REGISTERED	31
<b>SAVORY BITES</b>							
UNITED STATES	T03445US0	04/16/2001	76/240,586			PENDING	31
<b>SCAVENGER HUNT</b>							
UNITED STATES	T03679US0	02/04/2002	76/366,978			ALLOWED	31
<b>SEA SWEET</b>							
UNITED STATES	9200183	03/25/1985	73/528,405	10/08/1985	1,364,787	REGISTERED	31
<b>SKIPPY (STYLIZED)</b>							
UNITED STATES	9100037	07/18/1949	71/582,136	04/17/1951	541,067	REGISTERED	46
<b>SKIPPY PREMIUM</b>							
UNITED STATES	9100040	06/17/1986	73/604,829	01/27/1987	1,426,759	REGISTERED	31
<b>SMOOTH PULL &amp; DESIGN</b>							
UNITED STATES	T03144US1	04/16/2001	76/240,590			ALLOWED	06
<b>SNAUSAGES</b>							
UNITED STATES	T01387US0	01/13/1984	460,814	01/15/1985	1,314,902	REGISTERED	31
<b>SNAUSAGES IN A BLANKET</b>							
UNITED STATES	T01388US0	03/01/1988	714,241	10/18/1988	1,509,480	REGISTERED	31



COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>SPECIAL CUTS</b>							
UNITED STATES	T01389US0	01/24/1973	72/446,736	09/18/1973	968,794	REGISTERED	46
<b>STUFFERS</b>							
UNITED STATES	T03734US0	08/19/2002	78/155,610			PENDING	31
<b>SUPER SUPPER</b>							
UNITED STATES	T01219US1	10/10/1997	75/371,586	09/08/1998	2,187,807	REGISTERED	31
<b>TARTAR CHECK</b>							
UNITED STATES	9400406	05/23/1994	74/528,371	08/06/1996	1,990,674	REGISTERED	31
<b>TENDER CHOPS</b>							
UNITED STATES	T01390US0	09/08/1986	618,906	07/11/1989	1,547,606	REGISTERED	31
<b>TENDER MEALS</b>							
UNITED STATES	8900021	03/13/1986	73/587,852	05/02/1989	1,537,560	REGISTERED	31
<b>THE CANNED DOG FOOD WITHOUT THE CAN</b>							
UNITED STATES	T01538US0	05/29/1969	289,749	08/26/1969	875,845	REGISTERED	46
<b>THE SECRET'S IN THE GRAVY</b>							
UNITED STATES	T03681US0	02/04/2002	76/366,205			PENDING	31
<b>VETS'</b>							
UNITED STATES	9100043	10/04/1967	72/281,816	06/30/1970	893,811	REGISTERED	46
<b>WAGWELLS</b>							
UNITED STATES	T03091US0	06/22/1998	75/506,615			PENDING	31
<b>WAGWELLS TENDER LOVIN' CHEWS</b>							
UNITED STATES	T03116US1	08/24/1998	75/541,451			ALLOWED	31
<b>WAGWELLS TENDER LOVIN' CRUNCH</b>							
UNITED STATES	T03116US0	08/24/1998	75/541,450			ALLOWED	31
<b>WESTERN GRILLE</b>							
UNITED STATES	T01541US0	06/25/1968	301,339	04/01/1969	867,650	REGISTERED	46

END OF REPORT

TOTAL ITEMS SELECTED = 119

**PROMARK INTERNATIONAL, INC. - SKS**

Trademark Report by Mark  
Status: ACTIVE

Printed: 12/13/200 Page 1

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>ANIMATED FISH DESIGN (FORM I)</b>							
UNITED STATES	8901608	08/17/1982	73/380,436	12/06/1983	1,260,124	REGISTERE	29
<b>ANIMATED FISH DESIGN (FORM V)</b>							
UNITED STATES	8901607	07/27/1962	149,971	09/24/1963	757,462	REGISTERE	46
<b>AVALON</b>							
UNITED STATES	8901609	08/11/1926	235,861	11/30/1926	221,448	REGISTERE	46
<b>BAY (STYLIZED)</b>							
UNITED STATES	8901610	10/20/1967	282,962	07/23/1968	853,332	REGISTERE	46
<b>CHARLIE</b>							
UNITED STATES	8901621	12/23/1968	315,113	08/18/1970	897,004	REGISTERE	46
<b>CHARLIE'S LUNCH KIT</b>							
UNITED STATES	9100621	06/10/1991	74/174,172	11/26/1996	2,019,440	REGISTERE	29,30
<b>CHARLIE'S TAT-TUNA</b>							
UNITED STATES	T02802US0	01/13/1997	75/226,130	10/12/1999	2,285,927	REGISTERE	16
<b>COOKIN' WITH CHARLIE IN DESIGN</b>							
UNITED STATES	T02914US0	01/15/1998	75/418,232	12/08/1998	2,209,139	REGISTERE	29
<b>DOLPHIN AND WAVE DESIGN</b>							
UNITED STATES	9400048	02/03/1994	74/486,345	10/14/1997	2,104,498	REGISTERE	29
<b>DOLPHIN SAFE &amp; DESIGN OF DOLPHIN AND WAVE</b>							
UNITED STATES	9400049	02/03/1994	74/486,344	09/16/1997	2,096,232	REGISTERE	29
<b>EATWELL</b>							
UNITED STATES	8901632	07/13/1927	252,013	02/14/1928	238,737	REGISTERE	46
<b>EATWELL &amp; DESIGN</b>							
UNITED STATES	8901633	05/16/1950	71/597,520	02/05/1952	554,381	REGISTERE	46
<b>FISHERMAN'S HEAD DESIGN</b>							
UNITED STATES	T00405US3	11/09/1998	75/585,024	09/28/1999	2,281,773	REGISTERE	29
<b>HALFHILL'S (STYLIZED)</b>							
UNITED STATES	8901644	07/22/1946	71/506,031	09/13/1949	514,973	REGISTERE	46
<b>LABOR SAVER</b>							
UNITED STATES	T02166US0	06/21/1996	75/123,537	11/03/1998	2,201,809	REGISTERE	21
UNITED STATES	T02166US1	06/08/1998	75/498,953	03/02/1999	2,229,104	REGISTERE	29
<b>PRIME CATCH</b>							
UNITED STATES	8900035	11/06/1987	73/693,957	04/04/1989	1,533,461	REGISTERE	29

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>PRIORITY (STYLIZED)</b>							
UNITED STATES	8901688	07/07/1942	454,080	11/10/1942	398,640	REGISTERE	46
<b>ROYAL PACIFIC (STYLIZED)</b>							
UNITED STATES	8901699	11/10/1939	425,536	06/04/1940	378,256	REGISTERE	29
<b>RUBIDOUX (STYLIZED)</b>							
UNITED STATES	8901700	12/04/1925	224,268	04/27/1926	212,264	REGISTERE	46
<b>SEA MAGIC</b>							
UNITED STATES	8901704	09/30/1947	536,232	12/21/1948	505,009	REGISTERE	46
<b>SEA-PREME</b>							
UNITED STATES	8901705	01/15/1945	478,635	10/02/1945	416,844	REGISTERE	46
<b>SORRY CHARLIE</b>							
UNITED STATES	8901715	03/30/1981	303,519	01/11/1983	1,223,600	REGISTERE	29
<b>STAR KIST</b>							
UNITED STATES	9200089	12/09/1991	74/228,102	08/25/1992	1,710,238	REGISTERE	29
<b>STAR*KIST SELECT</b>							
UNITED STATES	9200091	10/21/1991	74/214,450	10/27/1992	1,727,879	REGISTERE	29
<b>STAR-KIST</b>							
UNITED STATES	8901725	04/07/1958	72/049,208	05/19/1959	678,978	REGISTERE	46
<b>STAR-KIST &amp; FISHERMAN'S HEAD DESIGN</b>							
UNITED STATES	8900011	07/02/1962	148,242	03/05/1963	746,324	REGISTERE	46
<b>STAR-KIST &amp; WAVE DESIGN</b>							
UNITED STATES	8900014	06/06/1960	72/098,551	01/31/1961	710,683	REGISTERE	46
<b>STAR-KIST (HOLLOW FORM)</b>							
UNITED STATES	8900010	04/13/1940	431,856	09/24/1940	381,518	REGISTERE	46
<b>STAR-KIST (IN HOLLOW STYLIZED FORM)</b>							
UNITED STATES	8901723	09/06/1960	103,978	06/20/1961	717,271	REGISTERE	46
<b>STAR-KIST (IN SOLID STYLIZED FORM)</b>							
UNITED STATES	8901724	12/22/1958	64,769	10/20/1959	686,973	REGISTERE	46
<b>STAR-KIST (SOLID FORM)</b>							
UNITED STATES	8901721	03/17/1952	626,565	11/10/1953	582,212	REGISTERE	46
<b>STARKIST FLAVOR FRESH POUCH</b>							
UNITED STATES	T03440US0	04/16/2001	76/240,585			ALLOWED	29
<b>STARKIST LUNCH-TO-GO</b>							
UNITED STATES	T03057US0	06/04/1998	75/496,550	01/18/2000	2,309,921	REGISTERE	29,30

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>STARKIST READY-MADE TUNA SALAD</b>							
UNITED STATES	T03741US0	09/04/2002	78/160,469			PENDING	29
<b>STARKIST SEASIDE GOURMET</b>							
UNITED STATES	T02915US0	01/15/1998	75/418,253	09/08/1998	2,187,961	REGISTERE	29
<b>STARKIST TUNA CREATIONS</b>							
UNITED STATES	T03745US0	09/10/2002	78/162,488			PENDING	29
END OF REPORT						TOTAL ITEMS SELECTED =	37

PROMARK INTERNATIONAL, INC. - SPECIALTY - HPP

Trademark Report by Mark  
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Printed: 12/04/200 Page 1

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>DEVELOPMENT FORMULA</b>							
UNITED STATES	T02841US0	03/16/1995	74/647,401	07/16/1996	1,986,802	REGISTERE	31
<b>EAR RESISTABLES</b>							
UNITED STATES	T02814US0	12/02/1996	75/206,593	10/21/1997	2,107,379	REGISTERE	31
<b>GROUP SPECIFIC FORMULA</b>							
UNITED STATES	T02966US0	02/26/1998	75/440,898	11/09/1999	2,291,672	REGISTERE	31
<b>HIFACTOR FORMULA</b>							
UNITED STATES	T02842US0	04/19/1996	75/091,078	04/21/1998	2,152,913	REGISTERE	31
<b>INNOVATIVE VETERINARY DIETS</b>							
UNITED STATES	T02071US0	12/09/1992	74/338,390	12/20/1994	1,868,959	REGISTERE	31
<b>IVD</b>							
UNITED STATES	T02072US0	12/09/1992	74/338,389	12/20/1994	1,868,958	REGISTERE	31
<b>IVD INNOVATIVE VETERINARY DIETS &amp; DESIGN</b>							
UNITED STATES	T02077US0	03/02/1995	74/641,137	01/30/1996	1,953,198	REGISTERE	31
UNITED STATES	T02077US1	11/09/1998	75/587,699	07/25/2000	2,370,155	REGISTERE	05
<b>MODIFIED FORMULA</b>							
UNITED STATES	T02844US0	03/14/1995	74/647,400	12/09/1997	2,118,683	REGISTERE	31
<b>NATURES RECIPE &amp; DESIGN</b>							
UNITED STATES	T02073US0	10/10/1989	73/830,203	11/23/1993	1,805,740	REGISTERE	31
<b>NATURE'S RECIPE INNOVATIVE PET FOODS &amp; DESIGN</b>							
UNITED STATES	T02076US0	03/02/1995	74/641,139	01/30/1996	1,953,199	REGISTERE	31
<b>NEUTRAL FORMULA</b>							
UNITED STATES	T02845US0	03/16/1995	74/647,399	07/16/1996	1,986,801	REGISTERE	31
<b>OPTIMUM NATURE'S RECIPE</b>							
UNITED STATES	T02913US0	01/15/1998	75/418,254	09/21/1999	2,278,903	REGISTERE	31
<b>OPTIMUM NATURE'S RECIPE IN DESIGN</b>							
UNITED STATES	T02969US0	02/27/1998	75/442,300	10/05/1999	2,282,798	REGISTERE	31
<b>SELECT CARE</b>							
UNITED STATES	9400198	06/21/1994	74/540,733	08/06/1996	1,991,783	REGISTERE	31
<b>SENSITIVE FORMULA</b>							
UNITED STATES	T02846US0	03/16/1995	74/647,393	07/16/1996	1,986,800	REGISTERE	31
<b>THE ORIGINAL NATURE'S RECIPE</b>							
UNITED STATES	T02912US0	01/15/1998	75/418,271	07/27/1999	2,264,390	REGISTERE	31

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
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**THE ORIGINAL NATURE'S RECIPE IN DESIGN**

UNITED STATES	T02970US0	02/27/1998	75/442,305	10/05/1999	2,282,799	REGISTERE	31
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END OF REPORT

TOTAL ITEMS SELECTED = 18

Infant Food Trademarks

Nature's Goodness	United States	T03258US0	02/04/2000	75/909,105			Suspended	05
Nature's Goodness and Design	United States	T03262US0	03/11/2000	75/941,977			Pending	05

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Printed: 12/13/200 Page 1

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>@ AND DESIGN</b>							
UNITED STATES	T03418US0	09/24/1996	75/171,067	03/10/1998	2,142,091	REGISTERED	35,42
<b>@ DESIGN</b>							
UNITED STATES	T03419US0	09/24/1996	75/170,818	01/27/1998	2,132,069	REGISTERED	30
<b>57</b>							
UNITED STATES	9400423	12/19/1994	74/612,810	10/31/1995	1,931,788	REGISTERED	25
UNITED STATES	8900999	05/23/1977	73/127,572	07/24/1979	1,122,910	REGISTERED	29,30
<b>57 (IN HOLLOW STYLIZED FORM)</b>							
UNITED STATES	8901000	06/03/1952	71/630,675	12/28/1954	600,093	REGISTERED	46
<b>57 DRAFT</b>							
UNITED STATES	T02812US0	02/07/1997	75/238,072	10/27/1998	2,199,355	REGISTERED	36
<b>57 VARIETIES</b>							
UNITED STATES	8901001	07/06/1906	20,754	03/05/1907	61,051	REGISTERED	46
UNITED STATES	9400424	12/19/1994	74/612,812	11/07/1995	1,933,256	REGISTERED	25
<b>A GRILLING SAUCE WORTH TOASTING</b>							
UNITED STATES	T03529US0	07/23/2001	76/288,235			ALLOWED	30
<b>ALDEN MERRELL</b>							
UNITED STATES	T03417US0	09/24/1996	75/172,088	10/07/1997	2,103,238	REGISTERED	30
UNITED STATES	T03417US1	09/24/1996	75/170,817	10/07/1997	2,103,222	REGISTERED	35,42
<b>ALL KINDS OF POTATOES. ALL-RIGHTA.</b>							
UNITED STATES	T03207US0	07/16/1999	75/752,937	01/30/2001	2,424,716	REGISTERED	29
<b>ALL KINDS OF VEGETABLES &amp; POTATOES. ALL-RIGHTA.</b>							
UNITED STATES	T03208US0	07/16/1999	75/752,949	01/30/2001	2,424,717	REGISTERED	29
<b>ALL-RIGHTA</b>							
UNITED STATES	T03056US0	06/04/1998	75/496,572	12/21/1999	2,302,896	REGISTERED	29
<b>AMERICA'S FAVORITE KETCHUP</b>							
UNITED STATES	T01841US0	03/07/1996	75/068,756	09/23/1997	2,098,790	REGISTERED	30
<b>ANIMAL TOTS</b>							
UNITED STATES	9300318	11/15/1993	74/458,534	12/31/1996	2,027,393	REGISTERED	29
<b>ARTSTART</b>							
UNITED STATES	T02806US0	02/07/1997	75/238,073	12/09/1997	2,120,019	REGISTERED	36



COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>BAGEL BITES</b>							
UNITED STATES	9200107	05/03/1985	73/535,737	07/01/1986	1,399,736	REGISTERED	30
<b>BITE BUNCH</b>							
UNITED STATES	T02869US0	10/10/1997	75/371,589	12/21/1999	2,302,610	REGISTERED	29
<b>BITS (STYLIZED)</b>							
UNITED STATES	T03117US0	10/07/1996	75/177,330	12/23/1997	2,124,529	REGISTERED	29
<b>BLASTS</b>							
UNITED STATES	T03353US0	11/13/2000	76/163,286			PENDING	30
<b>BOTTLE DESIGN - KETCHUP (GLASS - 14 OZ.)</b>							
UNITED STATES	T00145US0	08/22/1997	75/345,436	03/23/1999	2,233,574	REGISTERED	30
UNITED STATES	T00145US1	02/11/2000	75/914,963			PENDING	30
<b>BOTTLE DESIGN - KETCHUP (PLASTIC - 28 OZ.)</b>							
UNITED STATES	T00148US0	02/11/2000	75/914,962			PENDING	30
<b>CAMPSIDE</b>							
UNITED STATES	T00183US1	03/05/1997	75/252,483	10/27/1998	2,200,486	REGISTERED	30
<b>CHEF AIR &amp; DESIGN</b>							
UNITED STATES	9500037	04/17/1981	306,219	09/07/1982	1,207,434	REGISTERED	29,30
<b>CHEF FRANCISCO</b>							
UNITED STATES	9400117	03/31/1994	74/507,693	03/14/1995	1,883,738	REGISTERED	29
<b>CHEF FRANCISCO LIGHT 'N SENSIBLE</b>							
UNITED STATES	T02311US0	07/19/1996	75/136,759	08/12/1997	2,087,476	REGISTERED	29
<b>CHEF HAT/SPOON LOGO DESIGN</b>							
UNITED STATES	9400059	03/30/1979	209,683	11/03/1981	1,176,389	REGISTERED	29,30
UNITED STATES	9400060	05/27/1987	73/663,240	03/22/1988	1,481,731	REGISTERED	29
<b>CINNA-STIKS</b>							
UNITED STATES	T03674US0	02/05/2002	76/366,741			PENDING	29
<b>CLOSE TO HOMEMADE WITHOUT ALL THE FAT</b>							
UNITED STATES	T02834US0	03/05/1997	75/252,482	01/20/1998	2,130,642	REGISTERED	30
<b>COCOA CRISPERS</b>							
UNITED STATES	T03691US0	02/05/2002	76/366,286			PENDING	29
<b>COOL BITES</b>							
UNITED STATES	T03685US0	02/04/2002	76/366,468			PENDING	29,30
<b>COUNTRY STYLE DINNER FRIES (STYLIZED)</b>							
UNITED STATES	8902087	07/02/1971	72/396,469	10/17/1972	945,313	REGISTERED	46

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>CRISPERS!</b>							
UNITED STATES	8902088	06/27/1979	221,419	11/25/1980	1,141,901	REGISTERED	29
<b>CRISPY CHEEZERS</b>							
UNITED STATES	T03682US0	02/04/2002	76/366,471			PENDING	29
<b>CRISPY CROWNS</b>							
UNITED STATES	9200149	03/27/1992	74/260,048	11/24/1992	1,735,062	REGISTERED	29
<b>CRISPY CRUNCHIES</b>							
UNITED STATES	9200551	05/26/1992	74/278,844	07/18/1995	1,906,705	REGISTERED	29
<b>CURVED EZ SEAL</b>							
UNITED STATES	T03672US0	02/05/2002	76/366,739			PENDING	30
<b>DEEP-DISH MINIS</b>							
UNITED STATES	T03355US0	11/13/2000	76/163,285	05/07/2002	2,568,649	REGISTERED	30
<b>DINO TOTS</b>							
UNITED STATES	T02213US0	06/24/1996	75/124,880	08/12/1997	2,087,401	REGISTERED	29
<b>DOMANI</b>							
UNITED STATES	9300269	05/25/1993	74/394,344	12/13/1994	1,867,119	REGISTERED	30
<b>DOMANI ITALIAN FOODS IN OVAL DESIGN</b>							
UNITED STATES	9300249	06/20/1986	74/605,490	01/26/1988	1,474,359	REGISTERED	30
<b>DOMANI ITALIAN FOODS IN STRIPED OVAL DESIGN</b>							
UNITED STATES	9300247	06/20/1986	605,482	06/23/1987	1,444,325	REGISTERED	30
<b>DYNA BITES IN DESIGN</b>							
UNITED STATES	9400235	07/05/1994	74/545,938	05/27/1997	2,064,331	REGISTERED	29
<b>E Z MARINADER</b>							
UNITED STATES	T03501US0	07/18/2001	76/285,962			PENDING	30
<b>EZ SQUIRT PLASTIC BOTTLE</b>							
UNITED STATES	T03748US00	10/10/2002	78/173,272			PENDING	30
<b>FAST FOOD FRIES</b>							
UNITED STATES	T03441US0	04/16/2001	76/240,587			PENDING	29
<b>FAST FRIES</b>							
UNITED STATES	9200546	06/15/1992	74/284,695	09/28/1993	1,795,150	REGISTERED	29
<b>FLAVOR VAULT</b>							
UNITED STATES	T03680US0	02/04/2002	76/366,977			PENDING	30
<b>FOREVER FULL</b>							
UNITED STATES	T03335US0	08/16/2000	76/110,599			PENDING	21
UNITED STATES	T03335US1	05/30/2001	76/415,135			PENDING	21

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>FRYER SAVER</b>							
UNITED STATES	9200109	04/07/1988	721,019	02/21/1989	1,525,975	REGISTERED	29
<b>FRYER SAVER PRODUCTS &amp; DESIGN</b>							
UNITED STATES	9200598	01/23/1984	462,161	06/04/1985	1,339,666	REGISTERED	42
<b>FUNKY FRIES</b>							
UNITED STATES	T03676US0	02/04/2002	76/367,366			PENDING	29
<b>GARDEN KITCHEN</b>							
UNITED STATES	T03442US0		76/240,589			PENDING	29,30
<b>GOLDEN CRINKLES</b>							
UNITED STATES	8902094	01/11/1960	88,796	10/09/1962	739,071	REGISTERED	46
<b>GOLDEN FRIES (STYLIZED)</b>							
UNITED STATES	8902095	05/10/1955	71/687,216	04/17/1956	625,582	REGISTERED	46
<b>GOLDEN PATTIES</b>							
UNITED STATES	T00460US1	01/03/1997	75/220,956	04/28/1998	2,153,541	REGISTERED	29
<b>GOLDEN TATERS</b>							
UNITED STATES	8902097	05/09/1962	144,182	04/02/1963	747,698	REGISTERED	46
<b>GOLDEN TWIRLS</b>							
UNITED STATES	9100119	11/03/1989	73/835,793	06/19/1990	1,602,601	REGISTERED	29
<b>GREAT AWAKENINGS</b>							
UNITED STATES	T03336US0	08/16/2000	75/981,206			PENDING	29,32
UNITED STATES	T03336US1	08/16/2000	76/109,814			PENDING	29
<b>GREEN - COLOR</b>							
UNITED STATES	T03352US0	07/21/2000	76/140,356			PENDING	30
<b>HEALTHY HARVEST</b>							
UNITED STATES	9300187	07/23/1993	74/415,885	07/29/1997	2,084,218	REGISTERED	29
<b>HEARTLAND CLASSICS</b>							
UNITED STATES	9400051	02/10/1994	74/488,715	08/06/1996	1,991,628	REGISTERED	29
<b>HEINZ</b>							
UNITED STATES	9400425	12/19/1994	74/612,811	11/14/1995	1,935,618	REGISTERED	25
UNITED STATES	8901006	07/06/1906	20,753	04/23/1907	62,182	REGISTERED	46
UNITED STATES	T00497US2	06/08/1998	75/499,319	02/16/1999	2,224,447	REGISTERED	31
<b>HEINZ BBQ SAUCE IN KEYSTONE DESIGN</b>							
UNITED STATES	T02804US0	01/03/1997	75/220,954	08/11/1998	2,181,419	REGISTERED	30
<b>HEINZ BELL'ORTO</b>							
UNITED STATES	9200496	07/23/1992	74/296,924	03/23/1993	1,760,089	REGISTERED	29,30

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>HEINZ EASY SQUEEZE!</b>							
UNITED STATES	T03716US0	05/30/2002	76/413,648			PENDING	30
<b>HEINZ EZ SQUIRT</b>							
UNITED STATES	T03315US0	05/22/2000	76/054,467			ALLOWED	30
<b>HEINZ HOMESTYLE RECIPES</b>							
UNITED STATES	9400057	02/28/1994	74/495,279	11/19/1996	2,018,081	REGISTERED	05
<b>HEINZ IN CORPORATE KEYSTONE</b>							
UNITED STATES	8901007	10/15/1969	340,714	06/02/1970	892,173	REGISTERED	46
UNITED STATES	T00540US1	06/08/1998	75/499,311	03/02/1999	2,229,109	REGISTERED	31
<b>HEINZ IN KEYSTONE &amp; DEVICE</b>							
UNITED STATES	8901013	12/20/1924	207,017	11/23/1926	221,041	REGISTERED	46
<b>HEINZ IN OPEN KEYSTONE</b>							
UNITED STATES	9200562	03/09/1992	74/253,193	01/12/1993	1,745,471	REGISTERED	05,29,30 32
<b>HEINZ IN PICKLE</b>							
UNITED STATES	8901008	09/09/1897	31,048	12/28/1897	31,048	REGISTERED	46
UNITED STATES	8901009	07/06/1906	20,755	03/05/1907	61,052	REGISTERED	46
<b>HEINZ KETCHUP KICK'RS</b>							
UNITED STATES	T03632US0	11/19/2001	78/094,169			PENDING	30
<b>HEINZ LET'S EAT IN KEYSTONE DESIGN</b>							
UNITED STATES	T02798US1	01/16/1997	75/226,779	11/25/1997	2,116,378	REGISTERED	30
<b>HEINZ LIGHT HARVEST</b>							
UNITED STATES	T00579US1	08/22/1997	75/345,466	07/28/1998	2,176,924	REGISTERED	30
<b>HEINZ NATURE'S GOODNESS</b>							
UNITED STATES	T03256US0	02/04/2000	75/909,103			PENDING	05
<b>HEINZ SIMPLE GOODNESS</b>							
UNITED STATES	T02801US0	01/16/1997	75/226,781	11/25/1997	2,116,379	REGISTERED	05
<b>HEINZ TRAP CAP</b>							
UNITED STATES	T03316US0	05/22/2000	76/054,465	06/25/2002	2,586,248	REGISTERED	30
<b>HOMESTEADER</b>							
UNITED STATES	T00619US2	09/19/1977	141,749	07/12/1983	1,245,502	REGISTERED	29
<b>HOT BITES</b>							
UNITED STATES	T01547US0	11/16/1995	75/021,792	02/29/2000	2,322,663	REGISTERED	29
UNITED STATES	T01547US1	10/19/1995	75/007,889	09/21/1999	2,278,604	REGISTERED	29
UNITED STATES	T01547US2	08/09/2000	76/105,107			ALLOWED	29,30
UNITED STATES	T01547US3	08/09/2000	75/982,538			ALLOWED	30

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>HOT TOTS! (STYLIZED)</b>							
UNITED STATES	T02069US0	05/20/1996	75/107,220	09/09/1997	2,094,587	REGISTERED	29
<b>IDA-GOLD</b>							
UNITED STATES	8902101	07/12/1960	100,710	10/09/1962	739,073	REGISTERED	46
<b>IDAHO CROWN &amp; DESIGN</b>							
UNITED STATES	8902105	09/23/1959	81,929	09/06/1960	704,054	REGISTERED	46
<b>IDAHO VALLEY IN DESIGN</b>							
UNITED STATES	8902108	08/08/1960	72/102,242	03/28/1961	713,263	REGISTERED	46
<b>IDAHO VALLEY SELECT IN DESIGN</b>							
UNITED STATES	T03055US0	06/04/1998	75/496,570	03/16/1999	2,232,399	REGISTERED	29
<b>KETCHUP KICK'RS</b>							
UNITED STATES	T03631US0	11/19/2001	78/094,161			PENDING	30
<b>KEYSTONE DEVICE (FORM VI)</b>							
UNITED STATES	8901011	07/29/1964	198,736	12/07/1965	799,959	REGISTERED	46
<b>KEYSTONE DEVICE (SOLID BLACK)</b>							
UNITED STATES	8901012	07/29/1964	72/198,735	09/07/1965	795,664	REGISTERED	46
<b>KICK'RS (STYLIZED)</b>							
UNITED STATES	T03719US0	07/01/2002	76/426,756			PENDING	30
<b>KILLER RINGS</b>							
UNITED STATES	T01550US0	11/17/1995	75/024,083	06/10/1997	2,068,720	REGISTERED	29
<b>KILLER STRAWS</b>							
UNITED STATES	T01838US0	03/07/1996	75/068,757	11/04/1997	2,110,370	REGISTERED	29
<b>KITCHEN GARDEN</b>							
UNITED STATES	T03443US0	04/16/2001	76/240,581			ALLOWED	29,30
<b>KOOL BLUE</b>							
UNITED STATES	T03677US0	02/04/2002	76/367,367			ALLOWED	29
<b>KOOL COLORS</b>							
UNITED STATES	T03683US0	02/04/2002	76/366,470			PENDING	29
<b>LA PIZZERIA</b>							
UNITED STATES	8902111	08/17/1984	73/495,394	01/13/1987	1,424,994	REGISTERED	30
<b>LIGHT 'N SENSIBLE</b>							
UNITED STATES	9400058	02/28/1994	74/495,278	10/19/1999	2,288,084	REGISTERED	29
<b>L'L CALZONIES</b>							
UNITED STATES	T03354US0	11/13/2000	76/163,284			ALLOWED	30

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>LOUIE'S</b>							
UNITED STATES	T02870US0	10/10/1997	75/371,584	12/14/1999	2,300,534	REGISTERED	30
<b>LOUISE'S</b>							
UNITED STATES	T02799US0	01/03/1997	75/220,953	11/25/1997	2,116,347	REGISTERED	30
<b>LOUISE'S HOUSE OF QUALITY &amp; DESIGN</b>							
UNITED STATES	9500038	10/20/1975	66,421	09/21/1976	1,048,659	REGISTERED	30
<b>MICRO CRISPERS</b>							
UNITED STATES	T00802US1	02/04/2002	76/366,410			PENDING	29
<b>MINI TATER TOTS</b>							
UNITED STATES	T02716US0	09/11/1996	75/164,003	10/28/1997	2,108,791	REGISTERED	29
<b>MINI-GOLD</b>							
UNITED STATES	8902165	02/24/1987	646,166	10/20/1987	1,462,101	REGISTERED	29
<b>MOORE'S</b>							
UNITED STATES	9300270	05/17/1993	74/391,214	10/24/1995	1,928,904	REGISTERED	29
UNITED STATES	9300271	03/08/1993	74/367,634	03/14/1995	1,883,715	REGISTERED	29
<b>MOOR-RING</b>							
UNITED STATES	9300265	11/05/1970	72/375,339	08/08/1972	940,576	REGISTERED	46
<b>MR. G &amp; DESIGN</b>							
UNITED STATES	8902123	07/19/1961	124,286	04/24/1962	730,542	REGISTERED	46
<b>NACHO CRISPERS!</b>							
UNITED STATES	9200549	06/15/1992	74/284,914	02/08/1994	1,820,741	REGISTERED	29
<b>NACHO DIPPERS</b>							
UNITED STATES	T03688US0	02/04/2002	76/366,475			PENDING	29
<b>NO WAIT, NO MESS</b>							
UNITED STATES	T03717US0	05/30/2002	76/413,649			PENDING	30
<b>OASIS</b>							
UNITED STATES	T03444US0	04/16/2001	76/240,582			PENDING	05
<b>ONION CHIPS IN DESIGN</b>							
UNITED STATES	9200601	05/08/1978	169,568	02/10/1981	1,146,966	REGISTERED	29
<b>ONION RINGERS</b>							
UNITED STATES	9400305	09/30/1994	74/580,340	04/02/1996	1,965,143	REGISTERED	29
<b>ONION TOTS</b>							
UNITED STATES	8902129	08/01/1958	56,493	12/15/1959	689,974	REGISTERED	29
<b>ORE IDA ZIP CRISP</b>							
UNITED STATES	T03686US0	02/04/2002	76/366,473			PENDING	29

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>ORE-IDA</b>							
UNITED STATES	8902130	05/15/1961	119,999	10/16/1962	739,456	REGISTERED	46
UNITED STATES	T00899US1	02/05/1998	75/429,190	12/28/1999	2,304,749	REGISTERED	31
<b>ORE-IDA BREW CITY FRIES</b>							
UNITED STATES	T01610US0	02/07/1996	75/054,751	04/22/1997	2,054,535	REGISTERED	29
<b>ORE-IDA CRUNCH TIME CLASSICS</b>							
UNITED STATES	T02977US0	03/25/1998	75/457,144	03/13/2001	2,435,581	REGISTERED	29
<b>ORE-IDA DINNER BROWNS</b>							
UNITED STATES	T03062US0	06/04/1998	75/496,551	09/26/2000	2,390,304	REGISTERED	29
<b>ORE-IDA FAST FRIES</b>							
UNITED STATES	9200636	11/16/1992	74/331,300	04/19/1994	1,831,466	REGISTERED	29
<b>ORE-IDA FRESH</b>							
UNITED STATES	T02965US0	02/05/1998	75/429,191	01/18/2000	2,309,815	REGISTERED	31
<b>ORE-IDA IN LEAF DESIGN</b>							
UNITED STATES	8902133	11/12/1970	72/375,777	10/26/1971	922,884	REGISTERED	46
UNITED STATES	T00906US1	02/05/1998	75/429,189	06/06/2000	2,355,869	REGISTERED	31
<b>ORE-IDA OVEN CHIPS</b>							
UNITED STATES	T02871US0	10/10/1997	75/371,585	07/11/2000	2,366,711	REGISTERED	29
<b>ORE-IDA POTATO WORKS</b>							
UNITED STATES	T02807US0	02/07/1997	75/238,081			ALLOWED	29
UNITED STATES	T02807US1	02/07/1997	75/238,079	11/11/1997	2,112,509	REGISTERED	42
<b>ORE-IDA SIZZLIN' SKILLET</b>							
UNITED STATES	T02971US0	02/27/1998	75/442,303	02/06/2001	2,427,252	REGISTERED	29
<b>ORIENTAL STYLE GOURMET SAUCE (BLOCK STYLE)</b>							
UNITED STATES	T03396US0	11/12/1991	74/221,214	12/08/1992	1,739,280	REGISTERED	30
<b>O'S IN ONION DESIGN</b>							
UNITED STATES	T03118US0	10/20/1994	74/587,908	06/18/1996	1,980,542	REGISTERED	29
<b>PAPA'S PIROSHKI</b>							
UNITED STATES	9400231	06/27/1994	74/542,792	06/17/1997	2,072,138	REGISTERED	30
<b>PIXIE CRINKLES</b>							
UNITED STATES	9200561	05/12/1992	74/274,887	08/03/1993	1,785,699	REGISTERED	29
<b>POTATO CHEEZSKINS</b>							
UNITED STATES	T02725US0	10/07/1996	75/177,599	10/07/1997	2,103,324	REGISTERED	29
<b>REX AMBER</b>							
UNITED STATES	8901029	12/27/1905	71/015,678	04/03/1906	51,029	REGISTERED	46

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>RICE TOPPERS</b>							
UNITED STATES	T03398US0	07/01/1994	74/544,788	05/20/1997	2,063,655	REGISTERED	30
<b>ROSETTO</b>							
UNITED STATES	9200111	04/16/1974	73/018,927	12/02/1975	1,026,312	REGISTERED	30
UNITED STATES	T01067US1	09/23/1996	75/170,418	09/23/1997	2,099,331	REGISTERED	30
<b>SALAD PAK</b>							
UNITED STATES	9300252	11/13/1989	73/837,674	01/15/1991	1,631,787	REGISTERED	30
<b>SCRATCH PLUS</b>							
UNITED STATES	9300303	11/15/1993	74/458,527	04/11/1995	1,888,649	REGISTERED	29
<b>SMART ONES</b>							
UNITED STATES	9400018w	05/20/1994	74/528,148	08/15/1995	1,911,590	REGISTERED	29,30
UNITED STATES	9200009w	12/10/1991	74/229,521	01/03/1995	1,871,763	REGISTERED	29,30
UNITED STATES	T00206US2	01/08/1998	75/415,119	11/17/1998	2,204,080	REGISTERED	30
<b>SMART OPTIONS</b>							
UNITED STATES	9500032w	06/02/1995	74/683,887	12/31/1996	2,026,467	REGISTERED	29,30,1
<b>SMARTWICH</b>							
UNITED STATES	T03446US0	04/16/2001	76/240,583			ALLOWED	30
<b>SNACKIN' FRIES</b>							
UNITED STATES	T02027US0	05/09/1996	75/101,324	06/10/1997	2,069,350	REGISTERED	29
<b>SNACKIN' TOTS</b>							
UNITED STATES	T03217US0	09/07/1999	75/792,902	11/21/2000	2,405,883	REGISTERED	29
<b>SOUR CREAM &amp; JIVE</b>							
UNITED STATES	T03684US0	02/04/2002	76/366,469			PENDING	29
<b>SPUD BITES</b>							
UNITED STATES	8902149	03/14/1983	417,028	05/15/1984	1,278,190	REGISTERED	29
<b>SQUEEZE PAK</b>							
UNITED STATES	T01911US0	03/11/1996	75/069,907	02/17/1998	2,138,030	REGISTERED	30
<b>STUFFED WITH THE GOOD STUFF</b>							
UNITED STATES	T03058US0	06/04/1998	75/496,574	01/04/2000	2,306,607	REGISTERED	30
<b>SUN SPOTS</b>							
UNITED STATES	T01835US0	03/07/1996	75/068,763	04/22/1997	2,054,694	REGISTERED	29
<b>SUN STIX</b>							
UNITED STATES	9400308	09/30/1994	74/580,338	03/05/1996	1,959,856	REGISTERED	29
<b>SURECOAT</b>							
UNITED STATES	T03673US0	02/04/2002	76/366,768			PENDING	30



COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>TATER ABC'S</b>							
UNITED STATES	T02171US0	06/17/1996	75/120,297	08/25/1998	2,183,305	REGISTERED	29
<b>TATER DOGS</b>							
UNITED STATES	T03689US0	02/04/2002	76/366,476			PENDING	29
<b>TATER TOTS</b>							
UNITED STATES	8902158	10/21/1957	72/039,264	10/21/1958	668,762	REGISTERED	46
<b>TENDEKRISP</b>							
UNITED STATES	9200108	02/06/1986	73/581,487	10/21/1986	1,414,384	REGISTERED	29
<b>TEXAS CRISPERS!</b>							
UNITED STATES	T01258US1	01/31/1997	75/234,126	10/13/1998	2,194,768	REGISTERED	29
<b>THE CRUNCH YOU CAN COUNT ON</b>							
UNITED STATES	T03447US0	04/16/2001	76/240,584			ALLOWED	29
<b>THE PASTA WITH THE GOOD STUFF STUFFED INSIDE</b>							
UNITED STATES	T03059US0	06/04/1998	75/496,552	01/25/2000	2,312,536	REGISTERED	30
<b>THE SIGN OF GOOD EATING</b>							
UNITED STATES	8901042	02/20/1959	68,141	03/14/1961	712,571	REGISTERED	46
<b>THE TASTE IS THE TEST</b>							
UNITED STATES	8901043	01/17/1928	260,226	04/23/1929	255,467	REGISTERED	46
<b>THE WORLD'S FAVORITE KETCHUP</b>							
UNITED STATES	T03749US00	11/06/2002	78/182,182			PENDING	30
<b>TIMBERLINE</b>							
UNITED STATES	T01280US1	07/19/1996	75/136,760	07/15/1997	2,079,161	REGISTERED	29
<b>TNT'S</b>							
UNITED STATES	T02067US0	05/20/1996	75/106,299	03/25/1997	2,047,874	REGISTERED	29
<b>TODAY'S GOURMET</b>							
UNITED STATES	T03318US0		76/054,469			PENDING	29,30
<b>TODDS</b>							
UNITED STATES	T03433US0	03/18/1985	73/527,550	10/08/1985	1,364,729	REGISTERED	29,30,42
<b>TRADITIONAL</b>							
UNITED STATES	8901045	03/11/1981	300,675	03/16/1982	1,192,245	REGISTERED	30
<b>TREE IN OVAL DESIGN (DOMANI LOGO)</b>							
UNITED STATES	9300246	06/20/1986	73/605,492	08/18/1987	1,453,388	REGISTERED	30
<b>TREE IN STRIPED OVAL DESIGN (DOMANI LOGO)</b>							
UNITED STATES	9300248	06/20/1986	605,495	08/18/1987	1,453,389	REGISTERED	30

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>TUB DESIGN</b>							
UNITED STATES	9300090	01/22/1993	74/367,287	02/07/1995	1,877,754	REGISTERED	29
<b>TUB DESIGN &amp; THIS CHEF FRANCISCO SHAPE, ETC.</b>							
UNITED STATES	9300091	03/12/1993	74/367,286	09/27/1994	1,855,868	REGISTERED	29
<b>TUB DESIGN (CONTAINER)</b>							
UNITED STATES	9300092	03/01/1993	74/362,896	09/19/2000	2,386,677	REGISTERED	21
<b>VEND FRY</b>							
UNITED STATES	T01322US1	03/25/1998	75/457,143	02/09/1999	2,222,907	REGISTERED	29
<b>VOL-PAK</b>							
UNITED STATES	8901046	08/14/1981	323,603	03/08/1983	1,229,917	REGISTERED	22
<b>YOSHIDA DESIGN</b>							
UNITED STATES	T03395US0	11/12/1991	74/221,213	10/20/1992	1,726,029	REGISTERED	30
<b>YOSHIDA'S (BLOCK STYLE)</b>							
UNITED STATES	T03393US0	11/12/1991	74/221,216	09/15/1992	1,716,207	REGISTERED	30
<b>YOSHIDA'S (STYLIZED)</b>							
UNITED STATES	T03394US0	11/12/1991	74/221,215	09/15/1992	1,716,206	REGISTERED	30
<b>YOSHIDA'S FINE SAUCES &amp; DESIGN</b>							
UNITED STATES	T03397US0	11/27/1992	74/335,082	08/10/1993	1,786,935	REGISTERED	30
<b>ZESTIES!</b>							
UNITED STATES	9100122	04/16/1990	74/049,388	11/24/1992	1,735,763	REGISTERED	29
<b>ZESTY TWIRLS</b>							
UNITED STATES	T02873US0	10/19/1997	75/371,320	09/08/1998	2,187,803	REGISTERED	29
END OF REPORT						TOTAL ITEMS SELECTED = 193	

ARTICLES OF MERGER

of

ProMark International, Inc.,  
An Idaho corporation

into

H. J. Heinz Company  
A Pennsylvania corporation

**FILED EFFECTIVE**

02 DEC 11 PM 2:53

SECRETARY OF STATE  
STATE OF IDAHO

Pursuant to the provisions of Section 30-1-1105 and Section 30-1-1107 of the Idaho Business Corporation Act, H. J. Heinz Company, a Pennsylvania corporation, and ProMark International, Inc., an Idaho corporation, adopt the following Articles of Merger for the purpose of merging ProMark International, Inc. into H. J. Heinz Company.

1. The name of the corporation surviving the merger is H. J. Heinz Company, a corporation organized and existing under the laws of the Commonwealth of Pennsylvania. The name of the non-surviving corporation in the merger is ProMark International, Inc., a corporation organized and existing under the laws of the State of Idaho.
2. The Plan and Agreement of Merger (the "Plan") is attached hereto as Exhibit A.
3. The Plan was adopted by the constituent corporations in the following manner:
  - (a) The Plan was approved by resolutions adopted by the Board of Directors of each constituent corporation.
  - (b) Approval of the Plan by the shareholders of H. J. Heinz Company was not required.
  - (c) The Plan was approved by unanimous written consent of the sole shareholder of ProMark International, Inc.

IDAHO SECRETARY OF STATE  
 12/11/2002 05:00  
 CK: 88377 CT: 28168 BH: 658837  
 1 @ 38.00 = 38.00 MERGER # 2  
 1 @ 20.00 = 20.00 EXPEDITE C # 3

2110219

4. The Merger is to be effective as of December 13, 2002 at 5:00 p.m. EST.

H. J. Heinz Company

By: 

Name: John C. Crowe

Title: Vice President - Taxes

**PLAN AND AGREEMENT OF MERGER**

**Between**

**ProMark International, Inc.**

**and**

**H. J. Heinz Company**

PLAN AND AGREEMENT OF MERGER, dated this 13th day of December 2002, between H. J. Heinz Company, a Pennsylvania corporation ("Heinz"), and ProMark International, Inc., an Idaho corporation (ProMark").

**WITNESSETH that:**

**WHEREAS**, as a result of the merger of PM Holding Company into Heinz as of December 10, 2002, Heinz owns 100% of the issued and outstanding shares of common stock of ProMark;

**WHEREAS**, ProMark desires to merge with and into Heinz, as hereinafter specified; and

**WHEREAS**, the Board of Directors of ProMark and Heinz deem it advisable and in the best interests of ProMark and Heinz that ProMark be merged with and into Heinz in a transaction which qualifies as a statutory merger under the applicable provisions of the Pennsylvania Business Corporation Law and the Idaho Business Corporation Act.

**NOW, THEREFORE**, ProMark and Heinz, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of such merger and mode of carrying the same into effect as follows:

**FIRST:** Heinz hereby merges into itself ProMark International, Inc. and said ProMark shall be and hereby is merged into Heinz which shall be the surviving corporation.

**SECOND:** The Articles of Incorporation of Heinz which is the surviving corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

**THIRD:** The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares or other securities of the surviving corporation shall be as follows:

- a. Each share of common stock of Heinz which shall be issued and outstanding on the effective date of this Agreement shall remain issued and outstanding.
- b. Each share of common stock of ProMark which shall be issued and outstanding on the effective date of this Agreement shall be surrendered and canceled. There will be no conversion of shares for stock, cash or other property.

**FOURTH:** The terms and conditions of the merger are as follows:

- a. The bylaws of Heinz as they exist on the effective date of this Agreement shall be and remain the bylaws of the surviving corporation until the same may be altered, amended and repealed as therein provided.
- b. The directors and officers of Heinz shall continue in office until the next annual meeting of stockholders or until their successors shall have been elected and qualified.
- c. The merger shall be effective as of December 13, 2002 at 5:00 p.m. EST.
- d. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of ProMark shall be transferred to, vested in and devolve upon Heinz without further act or deed and all property, rights and every other interest of Heinz and ProMark shall be as effectively the property of Heinz as they were of Heinz and ProMark, respectively. ProMark hereby agrees from time to time, as and when requested by Heinz or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as Heinz may deem to be necessary or desirable in order to vest in and confirm to Heinz title to and possession of any property of ProMark acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of ProMark and the proper officers and directors of Heinz are fully authorized in the name of ProMark or otherwise to take any and all such action.

e. Upon the merger becoming effective, all liabilities and obligations of every kind and description of ProMark shall be transferred to, vested in and devolve upon Heinz without further act or deed and all liabilities and obligations of Heinz and ProMark shall be as effectively the responsibility of Heinz as they were of Heinz and ProMark, respectively.

**FIFTH:** The surviving corporation may be served with process in the State of Idaho in any proceeding for enforcement of any obligation of ProMark as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit of other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of section 30-1-1302 of the Idaho Code and it does hereby irrevocably appoint the Secretary of State of Idaho as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Idaho is H. J. Heinz Company, 600 Grant Street, 60<sup>th</sup> Floor, Pittsburgh, Pennsylvania 15219 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Idaho duplicate copies of such process, one of which copies the Secretary of State of Idaho shall forthwith send by registered mail to said Heinz at the above address.

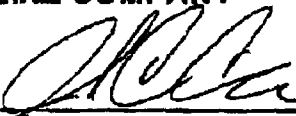
**SIXTH:** It is intended that for U.S. Federal income tax purposes, the merger described herein shall qualify as a reorganization described in Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code"). This Plan and Agreement of Merger shall constitute a plan of reorganization for purposes of the Code and the regulations thereunder.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors, have caused this Agreement to be executed by each party hereto as the respective act, deed and agreement of said corporation as of the date first written above.

PROMARK INTERNATIONAL, INC.

H.J. HEINZ COMPANY

By:   
Name: Robert Yoshida  
Title: President

By:   
Name: John C. Crowe  
Title: Vice President - Taxes

Plan and Agreement of Merger



COPY

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Articles/Certificate of Merger  
(15 Pa.C.S.)

Entry Number  
157772

- Domestic Business Corporation (§ 1926)
- Domestic Nonprofit Corporation (§ 5926)
- Limited Partnership (§ 8547)

Name \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

Document will be returned to the name and address you enter to the left.

Fee: \$108 plus \$28 additional for each Party in additional to two

Filed in the Department of State on \_\_\_\_\_

\_\_\_\_\_  
Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:  
H. J. Heinz Company

2. Check and complete one of the following:

The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
600 Grant Street, 60th floor	Pittsburgh	Pennsylvania	15219	Allegheny

(b) Name of Commercial Registered Office Provider \_\_\_\_\_ County \_\_\_\_\_  
c/o \_\_\_\_\_

The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of \_\_\_\_\_ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
-----------------------	------	-------	-----	--------

(b) Name of Commercial Registered Office Provider \_\_\_\_\_ County \_\_\_\_\_  
c/o \_\_\_\_\_

The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of \_\_\_\_\_ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip
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2002 DEC 12 PM 12:30  
PA. DEPT. OF STATE

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
ProMark International, Inc.	Wells Fargo Center, Suite 604, 877 West Main Street, Boise, Idaho 83702	Ada	

4. Check, and if appropriate complete, one of the following:

- The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.
- The plan of merger shall be effective on: December 13, 2002 at 5:00 p.m. EST.  
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
H. J. Heinz Company	Adopted by action of the board of directors of the
	corporation pursuant to 15 Pa.C.S. § 1924(b)(2).

6. Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger. The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

7. Check, and if appropriate complete, one of the following:

- The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.
- Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a party hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is.

Number and street	City	State	Zip	County

**EXHIBIT A**

**PLAN AND AGREEMENT OF MERGER**

**Between**

**ProMark International, Inc.**

**and**

**H. J. Heinz Company**

PLAN AND AGREEMENT OF MERGER, dated this 13th day of December 2002, between H. J. Heinz Company, a Pennsylvania corporation ("Heinz"), and ProMark International, Inc., an Idaho corporation (ProMark").

WITNESSETH that:

WHEREAS, as a result of the merger of PM Holding Company into Heinz as of December 10, 2002, Heinz owns 100% of the issued and outstanding shares of common stock of ProMark;

WHEREAS, ProMark desires to merge with and into Heinz, as hereinafter specified; and

WHEREAS, the Board of Directors of ProMark and Heinz deem it advisable and in the best interests of ProMark and Heinz that ProMark be merged with and into Heinz in a transaction which qualifies as a statutory merger under the applicable provisions of the Pennsylvania Business Corporation Law and the Idaho Business Corporation Act.

NOW, THEREFORE, ProMark and Heinz, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of such merger and mode of carrying the same into effect as follows:

FIRST: Heinz hereby merges into itself ProMark International, Inc. and said ProMark shall be and hereby is merged into Heinz which shall be the surviving corporation.

SECOND: The Articles of Incorporation of Heinz which is the surviving corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares or other securities of the surviving corporation shall be as follows:

- a. Each share of common stock of Heinz which shall be issued and outstanding on the effective date of this Agreement shall remain issued and outstanding.
- b. Each share of common stock of ProMark which shall be issued and outstanding on the effective date of this Agreement shall be surrendered and canceled. There will be no conversion of shares for stock, cash or other property.

FOURTH: The terms and conditions of the merger are as follows:

- a. The bylaws of Heinz as they exist on the effective date of this Agreement shall be and remain the bylaws of the surviving corporation until the same may be altered, amended and repealed as therein provided.
- b. The directors and officers of Heinz shall continue in office until the next annual meeting of stockholders or until their successors shall have been elected and qualified.
- c. The merger shall be effective as of December 13, 2002 at 5:00 p.m. EST.
- d. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of ProMark shall be transferred to, vested in and devolve upon Heinz without further act or deed and all property, rights and every other interest of Heinz and ProMark shall be as effectively the property of Heinz as they were of Heinz and ProMark, respectively. ProMark hereby agrees from time to time, as and when requested by Heinz or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as Heinz may deem to be necessary or desirable in order to vest in and confirm to Heinz title to and possession of any property of ProMark acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of ProMark and the proper officers and directors of Heinz are fully authorized in the name of ProMark or otherwise to take any and all such action.

e. Upon the merger becoming effective, all liabilities and obligations of every kind and description of ProMark shall be transferred to, vested in and devolve upon Heinz without further act or deed and all liabilities and obligations of Heinz and ProMark shall be as effectively the responsibility of Heinz as they were of Heinz and ProMark, respectively.


FIFTH: The surviving corporation may be served with process in the State of Idaho in any proceeding for enforcement of any obligation of ProMark as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit of other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of section 30-1-1302 of the Idaho Code and it does hereby irrevocably appoint the Secretary of State of Idaho as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Idaho is H. J. Heinz Company, 600 Grant Street, 60<sup>th</sup> Floor, Pittsburgh, Pennsylvania 15219 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Idaho duplicate copies of such process, one of which copies the Secretary of State of Idaho shall forthwith send by registered mail to said Heinz at the above address.


SIXTH: It is intended that for U.S. Federal income tax purposes, the merger described herein shall qualify as a reorganization described in Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code"). This Plan and Agreement of Merger shall constitute a plan of reorganization for purposes of the Code and the regulations thereunder.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors, have caused this Agreement to be executed by each party hereto as the respective act, deed and agreement of said corporation as of the date first written above.

PROMARK INTERNATIONAL, INC.

H.J. HEINZ COMPANY

By:   
Name: Robert Yoshida  
Title: President

By:   
Name: John C. Crowe  
Title: Vice President - Taxes

Plan and Agreement of Merger

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this

4th day of December

2002

H. J. Heinz Company

Name of Corporation/Limited Partnership

*[Handwritten Signature]*

Signature

Vice President - Taxes

Title

ProMark International, Inc.

Name of Corporation/Limited Partnership

*[Handwritten Signature]*

Signature

President

Title

Docketing Statement (Changes)  
DSCB:15-134B

**BUREAU USE ONLY:**

Revenue       Labor & Industry

Other \_\_\_\_\_

File Code \_\_\_\_\_ Filed Date \_\_\_\_\_

**Part I. Complete for each filing:**

Current name of entity or registrant (survivor or new entity if merger or consolidation):  
H. J. Heinz Company

---

Entity number, if known:       Incorporation/qualification date in PA:

State of Inc:       Federal EIN:       Specified effective date, if any:

**Part II. Check proper box:**

Amendment (complete Section A)       Merger, Consolidation or Division (complete Section B,C or D)

Consolidation (complete Section C)       Division (complete Section D)

Conversion (complete Section A & E)       Correction (complete Section A)

Termination (complete Section H)       Revival (complete Section G)

Dissolution before Commencement of Business (complete Section F)

\_\_\_ Section A - Check box(es) which pertain to changes:  
\_\_\_ Name: \_\_\_\_\_

---

\_\_\_ Registered Office: Number & street/RD number & box number      City      State      Zip      County

---

\_\_\_ Purpose: \_\_\_\_\_

---

\_\_\_ Stock (aggregate number of share authorized): \_\_\_\_\_      \_\_\_ Effective date: \_\_\_\_\_

\_\_\_ Term of Existence: \_\_\_\_\_      \_\_\_ Other: \_\_\_\_\_

Section B - Merger Complete Section A if any changes to surviving entity:  
Merging Entities are: (attach sheet for additional merging entities)

Name: ProMark International, Inc.	Entity #, if known: N/A
Effective date: December 13, 2002	Inc./qual. date in PA. N/A
	State of Inc. Idaho

Name:	Entity #, if known:
Effective date:	Inc./qual. date in PA.
	State of Inc.

FD011 - 10/17/2001 CT System Online



PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Articles/Certificate of Merger

(15 Pa.C.S.)

Entity Number

157772

- Domestic Business Corporation (§ 1926)
- Domestic Nonprofit Corporation (§ 5926)
- Limited Partnership (§ 8547)

Name

Address

City

State

Zip Code

CT CORP-COUNTER

Document will be returned to the name and address you enter to the left.

Fee: \$108 plus \$28 additional for each Party in additional to two

Filed in the Department of State on DEC 12 2002

*C. Michael Stewart*  
Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:

H. J. Heinz Company

2. Check and complete one of the following:

The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
600 Grant Street, 60th floor	Pittsburgh	Pennsylvania	15219	Allegheny

(b) Name of Commercial Registered Office Provider \_\_\_\_\_ County \_\_\_\_\_  
c/o \_\_\_\_\_

The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of \_\_\_\_\_ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County

(b) Name of Commercial Registered Office Provider \_\_\_\_\_ County \_\_\_\_\_  
c/o \_\_\_\_\_

The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of \_\_\_\_\_ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip

DSC

THIS IS A TRUE COPY OF  
THE ORIGINAL SIGNED  
DOCUMENT FILED WITH  
THE DEPARTMENT OF STATE.

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
ProMark International, Inc.	Wells Fargo Center, Suite 604, 877 West Main Street, Boise, Idaho 83702		Ada

4. Check, and if appropriate complete, one of the following:

The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

The plan of merger shall be effective on: December 13, 2002 at 5:00 p.m. EST

Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
H. J. Heinz Company	Adopted by action of the board of directors of the
	corporation pursuant to 15 Pa.C.S. §1924(b)(2).

6. ~~Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger.~~  
 The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

7. Check, and if appropriate complete, one of the following:

The plan of merger is set forth in full in Exhibit A, attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a party hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is:

Number and street	City	State	Zip	County

**EXHIBIT A**

**PLAN AND AGREEMENT OF MERGER**

**Between**

**ProMark International, Inc.**

**and**

**H. J. Heinz Company**

PLAN AND AGREEMENT OF MERGER, dated this 13th day of December 2002, between H. J. Heinz Company, a Pennsylvania corporation ("Heinz"), and ProMark International, Inc., an Idaho corporation (ProMark").

WITNESSETH that:

WHEREAS, as a result of the merger of PM Holding Company into Heinz as of December 10, 2002, Heinz owns 100% of the issued and outstanding shares of common stock of ProMark;

WHEREAS, ProMark desires to merge with and into Heinz, as hereinafter specified; and

WHEREAS, the Board of Directors of ProMark and Heinz deem it advisable and in the best interests of ProMark and Heinz that ProMark be merged with and into Heinz in a transaction which qualifies as a statutory merger under the applicable provisions of the Pennsylvania Business Corporation Law and the Idaho Business Corporation Act.

NOW, THEREFORE, ProMark and Heinz, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of such merger and mode of carrying the same into effect as follows:

FIRST: Heinz hereby merges into itself ProMark International, Inc. and said ProMark shall be and hereby is merged into Heinz which shall be the surviving corporation.

SECOND: The Articles of Incorporation of Heinz which is the surviving corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

**THIRD:** The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares or other securities of the surviving corporation shall be as follows:

- a. Each share of common stock of Heinz which shall be issued and outstanding on the effective date of this Agreement shall remain issued and outstanding.
- b. Each share of common stock of ProMark which shall be issued and outstanding on the effective date of this Agreement shall be surrendered and canceled. There will be no conversion of shares for stock, cash or other property.

**FOURTH:** The terms and conditions of the merger are as follows:

- a. The bylaws of Heinz as they exist on the effective date of this Agreement shall be and remain the bylaws of the surviving corporation until the same may be altered, amended and repealed as therein provided.
- b. The directors and officers of Heinz shall continue in office until the next annual meeting of stockholders or until their successors shall have been elected and qualified.
- c. The merger shall be effective as of December 13, 2002 at 5:00 p.m. EST.
- d. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of ProMark shall be transferred to, vested in and devolve upon Heinz without further act or deed and all property, rights and every other interest of Heinz and ProMark shall be as effectively the property of Heinz as they were of Heinz and ProMark, respectively. ProMark hereby agrees from time to time, as and when requested by Heinz or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as Heinz may deem to be necessary or desirable in order to vest in and confirm to Heinz title to and possession of any property of ProMark acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of ProMark and the proper officers and directors of Heinz are fully authorized in the name of ProMark or otherwise to take any and all such action.

e. Upon the merger becoming effective, all liabilities and obligations of every kind and description of ProMark shall be transferred to, vested in and devolve upon Heinz without further act or deed and all liabilities and obligations of Heinz and ProMark shall be as effectively the responsibility of Heinz as they were of Heinz and ProMark, respectively.


FIFTH: The surviving corporation may be served with process in the State of Idaho in any proceeding for enforcement of any obligation of ProMark as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit of other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of section 30-1-1302 of the Idaho Code and it does hereby irrevocably appoint the Secretary of State of Idaho as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Idaho is H. J. Heinz Company, 600 Grant Street, 60<sup>th</sup> Floor, Pittsburgh, Pennsylvania 15219 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Idaho duplicate copies of such process, one of which copies the Secretary of State of Idaho shall forthwith send by registered mail to said Heinz at the above address.


SIXTH: It is intended that for U.S. Federal income tax purposes, the merger described herein shall qualify as a reorganization described in Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code"). This Plan and Agreement of Merger shall constitute a plan of reorganization for purposes of the Code and the regulations thereunder.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors, have caused this Agreement to be executed by each party hereto as the respective act, deed and agreement of said corporation as of the date first written above.

PROMARK INTERNATIONAL, INC.

H.J. HEINZ COMPANY

By:   
Name: Robert Yoshida  
Title: President

By:   
Name: John C. Crowe  
Title: Vice President - Taxes

Plan and Agreement of Merger

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this

4th day of December, 2002

H. J. Heinz Company

Name of Corporation/Limited Partnership

*[Handwritten Signature]*

Signature

Vice President - Taxes

Title

ProMark International, Inc.

Name of Corporation/Limited Partnership

*[Handwritten Signature]*

Signature

President

Title

DSCB: 15-1926/5926/8547

PRO15 - 1002/2001 C T System Drill