

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/20/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PINNACLE FOODS BRANDS CORPORATION		12/20/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	PINNACLE FOODS CORPORATION
Street Address:	One Old Bloomfield Place
City:	Mountain Lakes
State/Country:	NEW JERSEY
Postal Code:	07048
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 54

Property Type	Number	Word Mark
Serial Number:	75903165	SMASHIN' SAUCE
Serial Number:	75854024	GRILL CLASSICS
Serial Number:	75819346	VLASIC FARMS FRESH WHOLE MUSHROOMS FRESHEST TASTE FINEST QUALITY
Serial Number:	75787113	THAT'S THE BEST TASTING PICKLE I EVER HEARD
Serial Number:	75750910	FAMILY SELECTIONS
Serial Number:	75680986	VLASIC
Serial Number:	73646235	COUNTRY CLASSIC
Serial Number:	71627001	MILWAUKEE'S
Serial Number:	74649224	MAC & MORE
Serial Number:	74649066	MAC & MORE
Serial Number:	75637530	STACKERS

CH \$1365.00 75903165

Serial Number:	74625379	SNACK'MMS
Serial Number:	75612016	THE ORIGINAL TV DINNER
Serial Number:	74565473	GREAT TASTE MADE EASY
Serial Number:	73553550	VLASIC
Serial Number:	73553444	
Serial Number:	75548269	HAMBURGER STACKERS
Serial Number:	78505446	AGREE OR IT'S FREE
Serial Number:	75455865	VLASIC FARMS
Serial Number:	74425529	SANDWICH STACKERS
Serial Number:	74410709	VLASIC
Serial Number:	74403916	GREAT STARTS
Serial Number:	74398987	GREAT STARTS
Serial Number:	76405988	HEARTY HERO
Serial Number:	76391771	CASA BRAVA
Serial Number:	78392586	CARB-METER
Serial Number:	78387722	EXTREME DUNKERS
Serial Number:	78385052	LITTLE DUNKERS
Serial Number:	78348254	GRABWICH
Serial Number:	78325634	FARMFIELD
Serial Number:	78325632	VLASIC
Serial Number:	78298046	TASTE THE JUICY CRUNCH
Serial Number:	78289219	VLASIC FARMS
Serial Number:	78289198	ENTERTAIN YOUR APPETITE
Serial Number:	78246255	RELISH MIXERS
Serial Number:	78242210	OVALS
Serial Number:	78242173	OVALS
Serial Number:	78220894	STEAKHOUSE MIX
Serial Number:	78220889	IT'S GOOD TO BE FULL
Serial Number:	78220174	HUNGRY-MAN STEAKHOUSE
Serial Number:	78220157	HUNGRY-MAN SPORTS GRILL
Serial Number:	78220141	SPORTS GRILL
Serial Number:	78206851	ALL DAY BREAKFAST
Serial Number:	75196224	SANDWICH STACKERS
Serial Number:	78195913	CASA REGINA
Serial Number:	75179610	SANDWICH STACKERS

Serial Number:	78177553	AMERICAN RECIPES
Serial Number:	78162571	AGREE OR IT'S FREE
Serial Number:	76097326	SUPER STACKERS
Serial Number:	72082616	VLASIC
Serial Number:	72081469	OPEN PIT
Serial Number:	73069746	HUNGRY-MAN
Serial Number:	73039461	
Serial Number:	76017136	POTATO TOPPED

CORRESPONDENCE DATA

Fax Number: (248)594-0610
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 248-594-0600
Email: tlz@raderfishman.com
Correspondent Name: Tracy Zawaski - Rader, Fishman & Grauer
Address Line 1: 39533 Woodward Avenue
Address Line 2: Suite 140
Address Line 4: Bloomfield Hills, MICHIGAN 48304

ATTORNEY DOCKET NUMBER:	65510-0999
NAME OF SUBMITTER:	Tracy L. Zawaski
Signature:	/TLZ/
Date:	06/02/2006

Total Attachments: 2
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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PINNACLE FOODS BRANDS CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "PINNACLE FOODS CORPORATION" UNDER THE NAME OF "PINNACLE FOODS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2005, AT 8:05 O'CLOCK A.M.

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

3374662 8100M

051056246



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4402778

DATE: 12-23-05

TRADEMARK
REEL: 003320 FRAME: 0731

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:05 AM 12/23/2005
FILED 08:05 AM 12/23/2005
SRV 051056246 - 3374662 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
PINNACLE FOODS BRANDS CORPORATION (a Delaware corporation)
INTO
PINNACLE FOODS COFORATION (a Delaware corporation)**

Pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, Pinnacle Foods Corporation, a Delaware corporation (the "Corporation"), does hereby certify for the purpose of merging Pinnacle Foods Brands Corporation, a Delaware corporation ("PF Brands") with and into the Corporation:

1. The Corporation owns all of the outstanding shares of the stock of PF Brands.
2. The Corporation, by the following resolutions of its Board of Directors (the "Board"), duly adopted by unanimous written consent of the Board dated December 20, 2005, determined to merge PF Brands with and into the Corporation:

Merger of Pinnacle Foods Brands Corporation

WHEREAS, the Corporation owns one hundred percent (100%) of the outstanding capital stock of Pinnacle Foods Brands Corporation, a Delaware corporation (the "Subsidiary Corporation"); and

WHEREAS, the Board deems it advisable and in the best interest of the Corporation and the Subsidiary Corporation that the Subsidiary Corporation be merged with and into the Corporation with the Corporation surviving the merger.

RESOLVED, that the Subsidiary Corporation be merged with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), and that the Corporation be the surviving corporation in such merger; and

RESOLVED, that the proper officers of the Corporation (the "Proper Officers") are authorized and directed to perform all acts and to execute, verify and file all documents necessary to effect the merger of the Subsidiary Corporation into the Corporation pursuant to Section 253 of the DGCL; and

RESOLVED, that the merger has been adopted, approved, certified, executed and acknowledged by the Corporation in accordance with all applicable requirements under the laws of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on December 20, 2005.

PINNACLE FOODS CORPORATION
(a Delaware corporation)

By: Kelley Maggs
Kelley Maggs
Senior Vice President

WD.PFOI BD MTGS/BD CONSENTS/Cert of Ownership & Merger - PF Brands