

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/02/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Linden Oaks Corporation		01/24/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Birds Eye Foods, Inc.
Street Address:	90 Linden Oaks
City:	Rochester
State/Country:	NEW YORK
Postal Code:	14625
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 171

Property Type	Number	Word Mark
Registration Number:	0284641	BIRDS EYE
Registration Number:	1138862	BIG CHUNK
Registration Number:	2020238	FRESHLIKE PASTA COMBO'S
Registration Number:	2936339	HOODS
Registration Number:	0384355	THANK YOU
Registration Number:	1164796	
Registration Number:	2084587	MAKIN' IT EASY
Registration Number:	2959605	TABLE TOPPERS
Registration Number:	0532325	BROOKS
Registration Number:	1174418	MARINERS COVE
Registration Number:	2115223	FOIL-LOCK PROTECTS FLAVOR
Registration Number:	3012125	CAN YOU HANDLE THE FLAVOR?
Registration Number:	0533545	COMSTOCK

CH \$4290.00 0284641

Registration Number:	1176391	PIXIE
Registration Number:	2134541	PITTSBURGH
Registration Number:	3037601	TIM'S
Registration Number:	0551914	C&W
Registration Number:	1217727	WILDERNESS
Registration Number:	2135055	BIRDS EYE
Registration Number:	3074878	STEAM & SERVE
Registration Number:	0552150	LUMBER JACK
Registration Number:	1249163	RESTAURANT RECIPE
Registration Number:	2137971	BIRDS EYE
Registration Number:	3089631	WILDERNESS
Registration Number:	0592509	THANK YOU
Registration Number:	1275403	C&W CALIFORNIA & WASHINGTON
Registration Number:	2162115	COMSTOCK
Registration Number:	3098035	ERIN'S GOURMET POPCORN
Registration Number:	0644523	COMSTOCK
Registration Number:	1276456	TROPIC ISLE
Registration Number:	2162146	EARLY HARVEST
Registration Number:	3098778	BIRDS EYE FOODS
Registration Number:	0664141	BIRDS EYE
Registration Number:	1294687	GOLD KING
Registration Number:	2173525	HERB GARDEN
Registration Number:	3101875	MCKENZIE'S SINCE 1946
Registration Number:	0664142	BIRDS EYE
Registration Number:	1309260	PUFF-N-CORN
Registration Number:	2240123	PASTA COMBO'S
Registration Number:	3102331	STEAMFRESH
Registration Number:	0664168	DINER
Registration Number:	1364719	FRESHLIKE F
Registration Number:	2272425	MEALS FOR NOW
Registration Number:	3113198	THE ULTIMATE TUSCAN BLEND
Registration Number:	0700259	FRESHLIKE
Registration Number:	1374102	SOUTHERN FARMS
Registration Number:	2282610	BERNSTEIN'S
Registration Number:	3113199	THE ULTIMATE ASIAN BLEND

Registration Number:	0708158	WILDERNESS
Registration Number:	1374933	BERNSTEIN'S
Registration Number:	2330426	THE ULTIMATE STIR FRY
Registration Number:	3122812	BIRDS EYE FRESH TABLE TOPPERS PREMIUM CUT GREEN BEANS WASHED & READY-TO-PREPARE
Registration Number:	0713937	GREENWOOD
Registration Number:	1467972	FLP
Registration Number:	2496543	CURTICE BURNS FOODS AN AGRILINK BUSINESS
Registration Number:	3130717	THE BIRDS EYE PROMISE: MARKET FRESH TASTE. IT'S IN EVERYTHING WE MAKE.
Registration Number:	0722665	GOLD KING
Registration Number:	1469232	COLUMBIA
Registration Number:	2502329	HUSMAN'S HUSMAN SNACK FOODS AN AGRILINKBUSINESS
Registration Number:	3140689	FRUIT & YOGURT SMOOTHIE MAKERS
Registration Number:	0726777	HUSMAN'S
Registration Number:	1504147	LA RESTAURANTE
Registration Number:	2535150	MATTHEWS
Registration Number:	3154139	TODAY'S HUSMAN'S
Registration Number:	0827236	BROOKS AND FANCIFUL B
Registration Number:	1504148	LA RESTAURANTE
Registration Number:	2552159	MCKENZIE'S
Registration Number:	3159721	BIRDS EYE FOODS
Registration Number:	0831933	THANK YOU
Registration Number:	1507380	HUNGER BLASTER
Registration Number:	2554312	THE ULTIMATE SOUTHWEST BLEND
Registration Number:	3169583	THE ULTIMATE EARLY HARVEST BLEND
Registration Number:	0833024	CHAMPION
Registration Number:	1522782	COMSTOCK
Registration Number:	2593802	FLAVOR DESTINATIONS
Registration Number:	3186037	TIM'S CASCADE SNACKS
Registration Number:	0838014	WEST BAY
Registration Number:	1610682	TIM'S CASCADE STYLE POTATO CHIPS
Registration Number:	2600626	RECIPE STARTER KIT
Registration Number:	3216552	BIRDS EYE CULINARY CUTS
Registration Number:	0846358	NANCY HANKS

Registration Number:	1612205	JUST FOR CHILI
Registration Number:	2602601	FARMER OWNED, PROUDLY GROWN
Registration Number:	3224437	SWEET LIPS CHIPS
Registration Number:	0856127	BIRDS EYE
Registration Number:	1621446	PRIDELAND
Registration Number:	2647535	ULTIMATE PETITE MIXED VEGETABLES
Registration Number:	3231686	WRAP YOUR LIPS AROUND THESE CHIPS
Registration Number:	0859414	BERNSTEIN
Registration Number:	1630214	FRESHLIKE
Registration Number:	2657377	ULTIMATE STIR FRY FEAST
Registration Number:	3232333	SNYDER OF BERLIN
Registration Number:	0872271	FRESHLIKE
Registration Number:	1635645	BLEVINS
Registration Number:	2660568	SQUEEZLE SAUZ
Registration Number:	3239089	THE BEST POTATO CHIPS IN THE 'BURGH...PERIOD!
Registration Number:	0873169	SOUTHLAND
Registration Number:	1644523	CHEESE FANTASTICO!
Registration Number:	2683904	AGRILINK FOODS
Registration Number:	3256995	LIPS CHIPS
Registration Number:	0873170	SOUTHLAND
Registration Number:	1696277	EARLY HARVEST
Registration Number:	2720688	SWEET 'N SASSY
Registration Number:	3262957	SKINNY LIPS CHIPS
Registration Number:	0876152	VEG-CREST
Registration Number:	1713951	LIGHT FANTASTIC
Registration Number:	2721921	WILDERNESS
Registration Number:	3269413	HERB GARDEN COLLECTION
Registration Number:	0911238	COL-R-CORN
Registration Number:	1735056	
Registration Number:	2729973	THANK YOU
Registration Number:	3270057	SALTY LIPS CHIPS
Registration Number:	0924785	BROCCOLETTES
Registration Number:	1752721	BROOKS
Registration Number:	2741671	LIKE PICKED FROM THE GARDEN
Registration Number:	3288670	FAMILY SKILLETS

Registration Number:	0957929	C & W
Registration Number:	1752722	
Registration Number:	2767734	HEARTY SPOONFULS
Registration Number:	3293447	VOILA!
Registration Number:	0958255	BERNSTEIN
Registration Number:	1797996	NALLEY
Registration Number:	2787218	ASIS
Registration Number:	3310061	BUCKEYE
Registration Number:	0964325	RIVIERA
Registration Number:	1830459	RIVIERA
Registration Number:	2813104	JALAPENO HOT
Registration Number:	3331698	HOT! LIPS CHIPS
Registration Number:	0971966	NALLEY
Registration Number:	1846888	WHERE OTHERS SKIMP, WE SPLURGE
Registration Number:	2855682	CALIFORNIA & WASHINGTON ORGANIC
Registration Number:	3332103	SPECIALLY SEASONED
Registration Number:	0974665	WEST BAY
Registration Number:	1849505	VEGETABLE STAND COMBINATIONS
Registration Number:	2865801	POT STICKER STIR FRY FEAST
Registration Number:	3370311	BEWELL
Registration Number:	0982708	BIG CHUNK
Registration Number:	1874021	EASY RECIPE
Registration Number:	2877221	THANK YOU
Registration Number:	1015887	NALLEY
Registration Number:	1885116	
Registration Number:	2887944	SALSA CORN
Registration Number:	1060422	GLOBE
Registration Number:	1923925	LA RESTAURANTE
Registration Number:	2890003	SIMPLY GRILLIN'
Registration Number:	1087410	BIG CHUNK
Registration Number:	2000418	PASTA SECRETS
Registration Number:	2895998	BIRDS EYE FRESH
Registration Number:	1120125	SOUTHERN FARMS
Registration Number:	2009560	FRESHLIKE PASTA COMBO'S
Registration Number:	2906529	HOODS PACIFIC NORTHWEST STYLE KORN KURLS

TRADEMARK

REEL: 003727 FRAME: 0601

Serial Number:	77061067	HAWAIIAN
Serial Number:	77108627	BIRDS EYE FRESH
Serial Number:	77114902	NALLEY ELITES
Serial Number:	77156235	BROOKS
Serial Number:	77209289	STEAMFRESH
Serial Number:	77210694	SERVE YOUR FAMILY THE VERY BEST ...
Serial Number:	77210752	CONSISTENTLY WONDERFUL!
Serial Number:	77230392	INSPIRED BY YOU.
Serial Number:	77269044	GRO BEYOND
Serial Number:	77269054	RESPONSIBLE AGRICULTURE FOR A BETTER TOMORROW
Serial Number:	77269079	GRO BEYOND RESPONSIBLE AGRICULTURE FOR A BETTER TOMORROW
Serial Number:	77294073	EL RESTAURANTE
Serial Number:	77301294	FRIDGE-IT
Serial Number:	77316866	NAPA VALLEY INSPIRED
Serial Number:	78335538	BUCKEYE
Serial Number:	78366905	STEAMFRESH
Serial Number:	78540530	BIRDS EYE FRESH
Serial Number:	78802498	BIRDS EYE FRESH
Serial Number:	78824877	NATURALLY GOOD
Serial Number:	78884634	NATURALLY GOOD

CORRESPONDENCE DATA

Fax Number: (585)232-2152
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 585-231-1386
Email: ssalai@hselaw.com
Correspondent Name: Stephen B. Salai
Address Line 1: Harter Secrest & Emery LLP
Address Line 2: 1600 Bausch & Lomb Place
Address Line 4: Rochester, NEW YORK 14604-2711

ATTORNEY DOCKET NUMBER:	86004.000001
NAME OF SUBMITTER:	Stephen B. Salai
Signature:	/stephen b. salai/
Date:	02/27/2008

Total Attachments: 4

source=Certificate of Merger#page1.tif

source=Certificate of Merger#page2.tif

source=Certificate of Merger#page3.tif

source=Certificate of Merger#page4.tif

Delaware

PAGE 1

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 MERGER, WHICH MERGES:

"LINDEN OAKS CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "BIRDS EYE FOODS, INC." UNDER THE NAME OF
"BIRDS EYE FOODS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2008, AT
9:06 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE SECOND DAY OF
FEBRUARY, A.D. 2008, AT 11:59 O'CLOCK P.M.

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



3553568 8100M

080082183

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6342732

DATE: 01-28-08

TRADEMARK
REEL: 003727 FRAME: 0604

CERTIFICATE OF OWNERSHIP AND MERGER

**LINDEN OAKS CORPORATION, A DELAWARE CORPORATION
MERGES INTO**

BIRDS EYE FOODS, INC., A DELAWARE CORPORATION

Pursuant to Section 253 of the General Corporation Law

Birds Eye Foods, Inc., a Delaware corporation (or "Parent"), does hereby certify that:

FIRST: Linden Oaks Corporation, a Delaware corporation (or "Linden Oaks Corporation") was incorporated on the 20th day of June, 1997, in accordance with Delaware General Corporation Law Title 8 §§102 *et seq.*, (the "Delaware General Corporation Law"), which permits the merger of a Delaware corporation with and into another Delaware corporation.

SECOND: Linden Oaks Corporation is authorized to issue Three Thousand (3,000) shares of common stock having a par value of One Cent (\$.01) per share (the "Linden Oaks Stock"). Parent is holder of record of 100% of the issued and outstanding shares of the Linden Oaks Stock.

THIRD: Parent was incorporated on the 31st day of July, 2002, in accordance with the Delaware General Corporation Law.

FOURTH: In accordance with §253 of the Delaware General Corporation Law, the Board of Directors of Parent, on its own behalf and as sole stockholder of Linden Oaks Corporation, has directed that Linden Oaks Corporation be merged with and into Parent, and in furtherance of the merger, the Board of Directors of Parent duly adopted the following resolutions of merger at a Board meeting duly convened on January 23, 2008:

WHEREAS: the Board of Directors acknowledges that this Corporation, Birds Eye Foods, Inc., a Delaware corporation, owns One Hundred Percent (100%) of the issued and outstanding capital stock of Linden Oaks Corporation, a Delaware corporation.

IT IS HEREBY

RESOLVED: that the Board of Directors of this Corporation deems that it would be advisable to merge the Corporation's wholly-owned subsidiary, Linden Oaks Corporation, a Delaware corporation, with and into this Corporation, with this Corporation serving as the surviving corporation to the merger, and assume all of the assets, obligations, rights and liabilities of Linden Oaks Corporation (the "Merger").

RESOLVED FURTHER: that the Merger is hereby approved by the Board of Directors of the Corporation in its own capacity and in the capacity as sole stockholder of Linden Oaks Corporation

RESOLVED FURTHER: that the Agreement and Plan of Merger circulated to the Board of Directors at this meeting and attached as an Exhibit to the minutes of this meeting is hereby approved and adopted in all respects.

RESOLVED FURTHER: that the Certificate of Ownership and Merger circulated to the Board of Directors at this meeting and attached as an Exhibit to the minutes of this meeting is hereby approved for filing with the Delaware Secretary of State, Division of Corporations, and adopted in all respects.

RESOLVED FURTHER: that the merger described in the Agreement and Plan of Merger shall be structured so as to qualify as a tax free reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code, as amended from time to time, and the regulations promulgated hereunder.

RESOLVED FURTHER: that the proper officers of the Corporation be, and each of them hereby is, authorized and directed to execute and deliver the Agreement and Plan of Merger and the Certificate of Ownership and Merger and cause the same to be filed with the Delaware Secretary of State, Division of Corporations, as appropriate or necessary, and to do all acts and things, whatsoever, whether within or without the State of Delaware that may be in any way necessary or appropriate to effectuate the Merger contemplated in these resolutions and to comply with the terms and conditions of the Agreement and Plan of Merger.

FIFTH: Linden Oaks Corporation and Parent have adopted and approved (and adopted resolutions approving) an Agreement and Plan of Merger that delineates the terms and conditions of the merger.

SIXTH: Both Linden Oaks Corporation and Parent, in accordance with the Delaware General Corporation Law, have caused the Agreement and Plan of Merger to be approved, adopted, certified, executed and acknowledged.

SEVENTH: Parent shall be the surviving corporation to the merger, and Parent shall continue its business without change as the survivor upon and after the effective date of the merger. The name of the surviving corporation shall remain "Birds Eye Foods, Inc."

EIGHTH: The Certificate of Incorporation and Bylaws of Parent shall remain the Certificate of Incorporation and Bylaws of the surviving corporation contemplated in the Agreement and Plan of Merger without change or amendment.

NINTH: The executed original of such Agreement and Plan of Merger shall be maintained at 90 Linden Oaks, Rochester, New York 14625, and a copy of the Agreement and Plan of Merger shall be furnished upon request and without cost to any current or future stockholder of any constituent party.

TENTH: The effective legal date of the merger contemplated by this certificate and related documents shall be 11:59 p.m. on February 2, 2008.

