

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
-------------------------	----------------

<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME
------------------------------	----------------

<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Elfin Equity Company, L.L.C.		11/20/2003	Limited Liability Company: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Kellogg North America Company
<b>Street Address:</b>	One Kellogg Square
<b>City:</b>	Battle Creek
<b>State/Country:</b>	MICHIGAN
<b>Postal Code:</b>	49016
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>PROPERTY NUMBERS Total: 13</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Serial Number:	76490091	CHOCOLATE IN EVERY BITE
Serial Number:	76377748	COOKIE DIVA
Serial Number:	76487511	COOKIE JAR CLASSICS
Serial Number:	76318350	DOWN HOME FAVORITES
Serial Number:	76544916	FRUIT TREASURES
Serial Number:	76490089	FUDGE SHOPPE
Serial Number:	76188449	GRIPZ
Serial Number:	76482773	ONE RELAXING COOKIE
Serial Number:	76518542	THE TASTE THAT TAKES YOU BACK
Serial Number:	76521903	TOWN HOUSE BISTRO
Serial Number:	76518543	TRY SOMETHING RRRROARING GOOD!
Serial Number:	76490090	UNCOMMONLY CHOCOLATEY
Serial Number:	76457266	WHOLE GRAIN NEVER TASTED SO GOOD

<b>CORRESPONDENCE DATA</b>
----------------------------

**CH \$340.00 76490091**

Fax Number: (248)641-0270

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

Email: coakley@hdp.com

Correspondent Name: Harness, Dickey & Pierce, P.L.C.

Address Line 1: 5445 Corporate Drive

Address Line 2: Suite 400

Address Line 4: Troy, MICHIGAN 48098

ATTORNEY DOCKET NUMBER:

8951-500036A

NAME OF SUBMITTER:

Lisabeth H. Coakley

Total Attachments: 1

source=Elfin#page1.tif

**CERTIFICATE OF CONVERSION  
OF  
ELFIN EQUITY COMPANY, L.L.C.  
TO  
KELLOGG NORTH AMERICA COMPANY**

The undersigned, desiring to convert from a domestic limited liability company, in accordance with §18-216 of the Delaware Limited Liability Company Act; to a domestic corporation pursuant to §265 of the General Corporation Law of the State of Delaware does hereby certify as follows:

1. Elfin Equity Company, L.L.C., a Delaware limited liability company (the "Other Entity"), filed its Certificate of Formation on June 27, 1997 in the Office of the Secretary of State of Delaware.

2. The name of the Other Entity immediately prior to the filing of this Certificate of Conversion is:

Elfin Equity Company, L.L.C.

3. The name of the corporation to which the Other Entity desires to be converted is:


Kellogg North America Company

4. The effective date of the conversion from a limited liability company to a corporation shall be the date of filing of the Certificate of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the 12<sup>th</sup> day of November, 2003.

ELFIN EQUITY COMPANY, L.L.C.

By: ~~Keebler Company~~  
Its: ~~Managing Member~~

By:   
Joel R. Wittenberg  
Its Vice President