

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Elfin Equity Company, L.L.C.		11/12/2003	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Kellogg North America Company		
Street Address:	One Kellogg Square		
City:	Battle Creek		
State/Country:	MICHIGAN		
Postal Code:	49016		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2713473	GRAHAM SELECTS	
CORRESPONDENCE DATA			
Fax Number:	(248)641-0270		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	248-641-1600		
Email:	docketingtm@hdp.com		
Correspondent Name:	Lisabeth H. Coakley		
Address Line 1:	5445 Corporate Drive		
Address Line 2:	Suite 200		
Address Line 4:	Troy, MICHIGAN 48098		
ATTORNEY DOCKET NUMBER:	8951-500036A		
NAME OF SUBMITTER:	Lisabeth H. Coakley		
Signature:	/lhc/		

CH \$40.00 2713473

Date:

03/26/2007

Total Attachments: 1
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**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 12th day of November, 2003.

ELFIN EQUITY COMPANY, L.L.C.

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

By: 
Joel R. Wittenberg
Its Vice President