

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion of entity type		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Lifecore Biomedical, Inc.		03/31/2008	CORPORATION: MINNESOTA

RECEIVING PARTY DATA	
Name:	Lifecore Biomedical, LLC
Street Address:	3515 Lyman Boulevard
City:	Chaska
State/Country:	MINNESOTA
Postal Code:	55318
Entity Type:	LIMITED LIABILITY COMPANY: MINNESOTA

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	3066829	CALFORMA
Registration Number:	2926812	CALMATRIX
Registration Number:	2078049	CAPSET
Registration Number:	3341978	LIFECORE DENTAL
Registration Number:	3354243	LIFECORE DENTAL
Registration Number:	3367064	LIFECORE DENTAL
Registration Number:	3341979	LIFECORE DENTAL
Registration Number:	3354244	LIFECORE DENTAL
Registration Number:	3367065	LIFECORE DENTAL
Registration Number:	3172321	LIFECORE PRIMA
Registration Number:	3140305	PRIMACONNEX
Registration Number:	3140304	PRIMASOLO
Registration Number:	2889745	QUICK-CAP
Registration Number:	2926748	RENOVA

CH \$565.00 3066829

Registration Number:	1869439	RESTORE
Registration Number:	2901128	STAGE-1
Registration Number:	2769109	SUPPORT PLUS
Registration Number:	1641991	SUSTAIN
Registration Number:	2258414	TEFGEN-FD
Serial Number:	77276466	ARCITEXTURE
Serial Number:	77310912	ILAB LIFECORE ADVISORY BOARD
Serial Number:	78964909	TILOBE

CORRESPONDENCE DATA

Fax Number: (612)340-8856
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (612) 343-2178
Email: ip.docket@dorsey.com
Correspondent Name: Elizabeth C. Buckingham
Address Line 1: 50 South Sixth Street
Address Line 2: Suite 1500
Address Line 4: Minneapolis, MINNESOTA 55402-1498

NAME OF SUBMITTER:	Elizabeth C. Buckingham
Signature:	/Elizabeth C. Buckingham/
Date:	05/29/2008

Total Attachments: 11

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State of Minnesota

SECRETARY OF STATE

Certificate of Conversion

I, Mark Ritchie, Secretary of State of Minnesota, certify that the documentation required to effectuate a conversion by the entity listed below, from the law designated by the chapter listed below, has been filed in this office on the date listed and has been approved pursuant to the procedures required in the chapter indicated.

Conversion Filed Pursuant to Minnesota Statutes,
Chapter: 302A

State of Formation and Name of Converting Entity:
MN: LifeCore Biomedical, Inc.

After Conversion, Entity is Governed by Minnesota
Statutes, Chapter: 322B

State of Formation and Name of Entity after the
Effective Date of Conversion:
MN: Lifecore Biomedical, LLC

Effective Date of Conversion: 03/31/2008.

This certificate has been issued on 03/31/2008.



Mark Ritchie
Secretary of State.

TRADEMARK

REEL: 003786 FRAME: 0131

State of Minnesota

SECRETARY OF STATE

Certificate of Organization

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: Articles of Organization, duly signed, have been filed on this date in the Office of the Secretary of State, for the organization of the following limited liability company, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

This limited liability company is now legally organized under the laws of Minnesota.

Name: Lifecore Biomedical, LLC

Charter Number: 2787794-2

Chapter Formed Under: 322B

This certificate has been issued on 03/31/2008.



Mark Ritchie
Secretary of State.

TRADEMARK

REEL: 003786 FRAME: 0132



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DC-CV

ARTICLES OF CONVERSION

OF

LIFECORE BIOMEDICAL, INC.

Pursuant to Section 302A.687 of the Minnesota Business Corporation Act (the "MBCA"), the undersigned hereby certifies the following:

FIRST: Attached hereto as Exhibit A, is a true and complete copy of the Plan of Conversion, dated March 31, 2008 (the "Plan of Conversion"), which has been approved by the board of directors and sole shareholder of Lifecore Biomedical, Inc., a Minnesota corporation (the "Converting Organization"), pursuant to Section 302A.685 of the MBCA.

SECOND: The name of the Converting Organization immediately before the filing of these Articles of Conversion is Lifecore Biomedical, Inc.. The name to which the Converting Organization is to be changed is Lifecore Biomedical, LLC (the "Converted Organization").

THIRD: The Converted Organization will be a Minnesota limited liability company.

FOURTH: Attached hereto as Exhibit B is a true and complete copy of the Articles of Organization of the Converted Organization.

FIFTH: These Articles of Conversion shall become effective at 11:59 P.M., Central Time, on March 31, 2008.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned has caused these Articles of Conversion to be signed by its duly authorized officer on this 31st day of March, 2008.

LIFECORE BIOMEDICAL, INC.

By: David M. Noel
Name: David M. Noel
Its: Chief Financial Officer

TRADEMARK

REEL: 003786 FRAME: 0134

**EXHIBIT A
TO ARTICLES OF CONVERSION
OF LIFECORE BIOMEDICAL, INC.**

**PLAN OF CONVERSION OF
LIFECORE BIOMEDICAL, INC.
INTO
LIFECORE BIOMEDICAL, LLC**

This Plan of Conversion (the "Plan"), dated as of March 31, 2008, is intended to accomplish the conversion of Lifecore Biomedical, Inc., a Minnesota corporation (the "Converting Company"), pursuant to Section 302A.681 et seq. of the Minnesota Business Corporation Act ("MBCA"), to a Minnesota limited liability company, as follows:

RECITALS

WHEREAS, the Board of Directors and the sole Shareholder of the Converting Company have determined that it is in the best interests of the Converting Company to be converted into a Minnesota limited liability company pursuant to the terms and conditions contained in this Plan (the "Conversion"), and in accordance with the applicable laws of the State of Minnesota.

AGREEMENT

NOW, THEREFORE, in consideration of the premises and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Converting Organization. The name of the converting organization is Lifecore Biomedical, Inc., a Minnesota corporation (the "Converting Company").
2. Converted Organization. The name of the converted organization is Lifecore Biomedical, LLC, a Minnesota limited liability company (the "Converted Company").
3. Articles of Conversion. As soon as practicable following the Conversion, and provided that this Plan has not been terminated and abandoned pursuant to Section 9 hereof, the Converting Company will cause the appropriate Articles of Conversion (the "Articles") to be executed and filed with the Secretary of State of the State of Minnesota as and in the manner provided in the MBCA.
4. Effective Time of the Conversion. The Conversion shall become effective at 11:59 P.M., Central Time, on March 31, 2008. The time of such effectiveness is herein sometimes referred to as the "Effective Time."
5. Directors and Officers. The directors and officers of the Converting Company at the Effective Time shall continue, respectively, as members of the Board of Directors and officers of

Exhibit A-1

the Converted Company following the Conversion until changed in accordance with the Converted Company's Member Control Agreement and applicable law.

6. Certain Effects of the Conversion. Upon and after the Effective Time: (a) the Converting Company shall convert into a Minnesota limited liability company; (b) the outstanding shares of the capital stock of the Converting Company shall be converted into common unit ownership interests, which shall be uncertificated, in the Converted Company pursuant to the terms of Section 7 hereof; and (c) the Conversion shall otherwise have the effect provided under the applicable law of the State of Minnesota.

7. Conversion of Shares. Upon the Effective Time, all of the Converting Company's outstanding shares of capital stock, which are held in their entirety by SBT Newco Inc., a Delaware corporation ("Newco"), shall be converted into all of the common units of the Converted Company, which shall be uncertificated, representing a one hundred percent (100%) membership interest in the Converted Company, thereby affording to Newco all rights to allocations and distributions as well as all rights to voting and management and other rights of governance of the Converted Company.

8. Articles of Organization. As of the Effective Time, the Articles of Organization of Lifecore Biomedical, LLC, a copy of which is attached as Exhibit A hereto, will be the Articles of Organization of the Converted Company without further change or amendment until duly amended or repealed in accordance with the provisions thereof and applicable law.

9. Termination of Conversion. The Converting Company, prior to the completion of the Conversion, may terminate this Plan in accordance with Section 301A.689 of the MBCA.

[Signature page follows.]

Exhibit A-2

IN WITNESS THEREOF, this Plan of Conversion has been duly executed by the undersigned as of the date set forth above.

LIFECORE BIOMEDICAL, INC.

By: David M. Noel
Name: David M. Noel
Its: Chief Financial Officer

TRADEMARK

REEL: 003786 FRAME: 0137

**EXHIBIT A
TO PLAN OF CONVERSION OF
LIFECORE BIOMEDICAL, INC. INTO
LIFECORE BIOMEDICAL, LLC**

ARTICLES OF ORGANIZATION

OF

LIFECORE BIOMEDICAL, LLC

The undersigned organizer, being a natural person, eighteen years of age or older, in order to organize a limited liability company under Minnesota Statutes, Chapter 322B, as amended, to be the converted organization into which Lifecore Biomedical, Inc., a Minnesota corporation (the "Converting Organization"), shall convert pursuant to Minnesota Statutes 302A.681 et seq. and the Plan of Conversion adopted by shareholders and board of directors of the Converting Organization, hereby adopts the following Articles of Organization to become effective as of the time of conversion:

1. The name of this limited liability company is Lifecore Biomedical, LLC (the "Company").
2. The registered office of this Company in Minnesota is located at 3515 Lyman Boulevard, Chaska, Minnesota 55318.
3. The name and address of the organizer of this Company is:

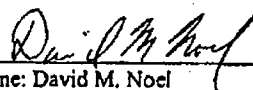
<u>Name</u>	<u>Address</u>
David M. Noel	3515 Lyman Boulevard Chaska, Minnesota 55318

4. The Company shall have perpetual duration.

[Signature page follows.]

Exhibit A-4

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization of Lifecore Biomedical, LLC on this 31 day of March, 2008.


Name: David M. Noel

TRADEMARK

REEL: 003786 FRAME: 0139

**EXHIBIT B
TO ARTICLES OF CONVERSION
OF LIFECORE BIOMEDICAL, INC.**

**ARTICLES OF ORGANIZATION
OF
LIFECORE BIOMEDICAL, LLC**

The undersigned organizer, being a natural person, eighteen years of age or older, in order to organize a limited liability company under Minnesota Statutes, Chapter 322B, as amended, to be the converted organization into which Lifecore Biomedical, Inc., a Minnesota corporation (the "Converting Organization"), shall convert pursuant to Minnesota Statutes 302A.681 et seq. and the Plan of Conversion adopted by shareholders and board of directors of the Converting Organization, hereby adopts the following Articles of Organization to become effective as of the time of conversion:

1. The name of this limited liability company is Lifecore Biomedical, LLC (the "Company").
2. The registered office of this Company in Minnesota is located at 3515 Lyman Boulevard, Chaska, Minnesota 55318.
3. The name and address of the organizer of this Company is:

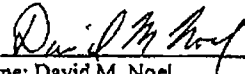
<u>Name</u>	<u>Address</u>
David M. Noel	3515 Lyman Boulevard Chaska, Minnesota 55318

4. The Company shall have perpetual duration.

[Signature page follows.]

Exhibit B-1

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization of Lifecore Biomedical, LLC on this 31 day of March, 2008.


Name: David M. Noel

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAR 31 2008

Mark Ritchie
Secretary of State

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that this is a
true and correct copy of the
document as it is recorded in
this office.
DATED _____
Mark Ritchie
Secretary of State