

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion of entity from a corporation to an LLC

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Birds Eye Group, Inc.		12/24/2009	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Birds Eye Foods, LLC
Street Address:	90 Linden Oaks
City:	Rochester
State/Country:	NEW YORK
Postal Code:	14604
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 8**

Property Type	Number	Word Mark
Serial Number:	77230392	INSPIRED BY YOU.
Serial Number:	77269079	GRO BEYOND RESPONSIBLE AGRICULTURE FOR A BETTER TOMORROW
Serial Number:	77366354	NALLEY CAMPFIRE
Serial Number:	77394687	BIRDS EYE GOODNESS TO GO
Serial Number:	77498262	BIRDS EYE FRESH
Serial Number:	77510611	NATURALLY GOOD
Serial Number:	77584538	BALANCED BITES
Serial Number:	77595268	VEGETABLE STAND COMBOS

**CORRESPONDENCE DATA**

Fax Number: (585)232-2152  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 5852311382  
 Email: kshimomura@hselaw.com  
 Correspondent Name: Kimberly I. Shimomura

CH \$215.00 77230392

Address Line 1: 1600 Bausch & Lomb Place  
Address Line 4: Rochester, NEW YORK 14625

ATTORNEY DOCKET NUMBER:	86004.001958
NAME OF SUBMITTER:	Kimberly I. Shimomura
Signature:	/Kimberly I. Shimomura/
Date:	01/21/2010

Total Attachments: 3  
source=Conversion to Birds Eye Foods LLC#page1.tif  
source=Conversion to Birds Eye Foods LLC#page2.tif  
source=Conversion to Birds Eye Foods LLC#page3.tif

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "BIRDS EYE GROUP, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "BIRDS EYE GROUP, INC." TO "BIRDS EYE FOODS LLC", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 2009, AT 8:50 O'CLOCK A.M.



3553568 8100V

091135750

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line.

Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7721378

DATE: 12-24-09

TRADEMARK  
REEL: 004135 FRAME: 0169

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:50 AM 12/24/2009  
FILED 08:50 AM 12/24/2009  
V 091135750 - 3553568 FILE

**STATE OF DELAWARE  
CERTIFICATE OF CONVERSION OF**

**BIRDS EYE GROUP, INC.**

**FROM A CORPORATION TO A  
LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY ACT**

**December 24, 2009**

- 1.) The jurisdiction where the Company first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The Corporation filed its original Certificate of Incorporation with the Secretary of State of the State of Delaware and was incorporated in the State of Delaware on July 31, 2002.
- 4.) The name of the Corporation immediately prior to filing this Certificate is "Birds Eye Group, Inc."
- 5.) The name of the limited liability company into which the Corporation is to be converted as set forth in its Certificate of Formation is "Birds Eye Foods LLC".

*[signature to follow on next page]*

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Limited Liability Company as of the date first written above.

BIRDS EYE GROUP, INC.

By: Craig Steeneck

Craig Steeneck  
Executive Vice President & Chief Financial Officer

*(Signatory Page to the Certificate of Conversion)*