

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Birds Eye Group, Inc.		12/24/2009	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Birds Eye Foods LLC		
<b>Street Address:</b>	90 Linden Oaks		
<b>City:</b>	Rochester		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	14625		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	0533545	COMSTOCK	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(585)232-2152		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	585 231 1386		
Email:	bsalai@hselaw.com		
Correspondent Name:	Stephen B. Salai		
Address Line 1:	1600 Bausch & Lomb Place		
Address Line 4:	Rochester, NEW YORK 14604		
ATTORNEY DOCKET NUMBER:	86004.000725		
NAME OF SUBMITTER:	Stephen B. Salai		
Signature:	/stephen b. salai/		
Date:	08/27/2010		

CH \$40.00 0533545

**Total Attachments: 5**

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# Delaware

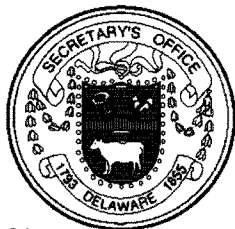
PAGE 1

*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)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7721378

DATE: 12-24-09

TRADEMARK  
REEL: 004268 FRAME: 0114

**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

Executive Vice President & Chief Financial Officer

*(Signature Page to the Certificate of Conversion)*

# Delaware

PAGE 2

*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 CERTIFICATE OF FORMATION OF "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)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7721378

DATE: 12-24-09

TRADEMARK  
REEL: 004268 FRAME: 0117

CERTIFICATE OF FORMATION

OF


BIRDS EYE FOODS LLC

This Certificate of Formation of Birds Eye Foods LLC (the "Company"), is being duly executed and filed by Philip R. Russ, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del C. § 18-101, *et seq.*).

- FIRST: The name of the limited liability company formed hereby is Birds Eye Foods LLC.
- SECOND: The address of the registered office of the Company in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.
- THIRD: The name and address of the registered agent of the Company in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Birds Eye Foods LLC this 24<sup>th</sup> day of December, 2009.

By:

  
Name: Philip R. Russ  
Title: Authorized Person