

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|---|-------------------------------------|----------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | conversion | | |
| 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: | 399 Jefferson Road | | |
| City: | Parsippany | | |
| State/Country: | NEW JERSEY | | |
| Postal Code: | 07054 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 71301023 | BIRDS EYE | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (248)594-0610 | | |
| Phone: | 248-594-0630 | | |
| Email: | tmdocketing@raderfishman.com | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Correspondent Name: | Michael D. Fishman | | |
| Address Line 1: | 39533 Woodward Avenue, Suite 140 | | |
| Address Line 4: | Bloomfield Hills, MICHIGAN 48304 | | |
| ATTORNEY DOCKET NUMBER: | 67092-0721 | | |
| NAME OF SUBMITTER: | Michelle L. Visser | | |
| Signature: | /Michelle L. Visser/ | | |
| Date: | 03/28/2012 | | |

CH \$40.00 71301023

Total Attachments: 5

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Delaware

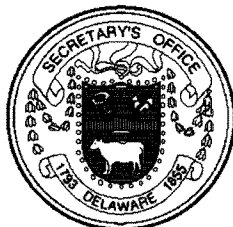
PAGE 1

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7721378

DATE: 12-24-09

TRADEMARK
REEL: 004744 FRAME: 0835

**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)

TRADEMARK
REEL: 004744 FRAME: 0837

Delaware

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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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7721378

DATE: 12-24-09

TRADEMARK
REEL: 004744 FRAME: 0838

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 24th day of December, 2009.

By:


Name: Philip R. Russ
Title: Authorized Person