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09-28-2001

U.S. Patent & TMO:TM Mail Rpt Dt #7:

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10-11-2001



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To the Honorable Commissioner of Patents a

attach

1. Name of conveying party(ies):

Marigold Foods, Inc.

09/28/01

- Individual(s)
- General Partnership
- Corporation-State - Delaware
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Marigold Foods, LLC

Internal Address:

Street Address: 2929 University Avenue S.E.

City: Minneapolis State: MN ZIP: 55414

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Delaware limited liability company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: September 25, 2001

4. Application number(s) or registration number(s): 32

A. Trademark Application No.(s)
(see attachment)

B. Trademark Registration No.(s)
(see attachment)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Molly Buck Richard

Internal Address: Strasburger & Price, L.L.P.

Street Address: 901 Main Street, Suite 4300

City: Dallas State: TX ZIP: 75202

6. Total number of applications and registrations involved: 32

7. Total fee (37 CFR 3.41) \$815.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 19-4547

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature. *To the best of my knowledge and belief, the foregoing information is true and correct and an attached copy is a true copy of the original document.*

Molly Buck Richard

September 28, 2001

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document:

0000116 2222933

40.00
775.00 DP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments, Washington, D.C. 20231

10/10/2001 LMUELLER

01 FC:401
02 FC:402

TRADEMARK
REEL: 002381 FRAME: 0051

Marigold Foods, LLC – U.S. Trademark Registrations

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
BECKER'S	2,222,933	02/09/99
BECKER'S	2,224,410	02/16/99
CEDARBURG	1,306,234	11/20/84
DUOS	1,938,184	11/28/95
HALF/PINTS	2,310,036	01/18/00
IT'S THE COWS	1,612,248	09/04/90
IT'S THE COWS	1,678,732	03/10/92
KEMPS	1,291,371	08/21/84
KEMPS	1,519,015	01/03/89
KEMPS	1,191,781	03/09/82
KEMPS	1,497,942	07/26/88
KEMPS	1,497,975	07/26/88
KEMPS LIGHT	2,222,163	02/09/99
KEMPSWICH	1,270,948	03/20/84
Miscellaneous Design	1,720,521	09/29/92
Miscellaneous Design	1,682,151	04/07/92
MOO BABIES	2,352,638	05/23/00
NEW ERA	1,573,638	12/26/89
NORTHERN EXPOSURE	2,179,517	08/04/98
TO YOUR HEALTH	2,046,556	03/18/97
YO-J	1,766,889	04/20/93
YOGURT JR.'S and Design	1,623,850	11/20/90

Marigold Foods, LLC – U.S. Trademark Applications

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
GILLETTE	76/236,361	04/06/01
GILLETTE	76/255,434	05/10/01
MOO SIPS	75/611,602	12/23/98
OAK GROVE	76/236,357	04/06/01
OAK GROVE	76/237,186	04/06/01
PURITY DAIRY	76/236,358	04/06/01
SIP N SNACK	76/056,464	05/25/00
SPOONZ	76/056,542	05/25/00
SPOONZ	76/251,880	05/04/01
YO-STIX	78/046,579	02/05/01

State of Delaware

Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, 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 "MARIGOLD FOODS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "MARIGOLD FOODS, INC." TO "MARIGOLD FOODS, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2001, AT 9:45 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0858823 8100V

AUTHENTICATION: 1357688

010473625

DATE: 09-25-01

(TUE) 9.25.01 12:16/ST.12:08/NO.4862164488 P 37

FROM W&C LLP NY FAX DEPT

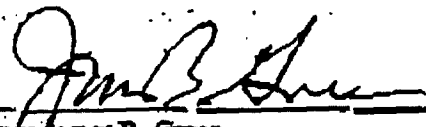
FROM W & C LLP N.Y.

(MON) 9. 24 '01 17:25/ST. 17:17/NO. 4863504455 P 10

CERTIFICATE OF CONVERSION
OF
MARIGOLD FOODS, INC.

THIS Certificate of Conversion of MARIGOLD FOODS, INC., dated as of this 25th day of September 2001, has been duly executed and is being filed by an authorized person to convert a corporation to a limited liability company pursuant to Section 266 of the Delaware General Corporation Law, as amended from time to time and Section 18-214 of the Delaware Limited Liability Company Act, as amended from time to time.

1. The name of the Corporation is MARIGOLD FOODS, INC. The name under which the corporation was originally incorporated is KW SUBSIDIARY, INC.
2. The date on which the original Certificate of Incorporation was filed with the Secretary of State is August 21, 1978.
3. The name of the limited liability company into which the corporation is herein being converted is MARIGOLD FOODS, LLC.
4. The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law, as amended from time to time.

By: 
Name: James B. Green
Title: Authorized Person

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:45 AM 09/23/2001
010479625 - 0638022

(TUE) 9. 25 '01 12:16/ST. 12:03/NO. 4662164488 P 38

FROM W&C LLP NY FAX DEPT