

FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
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TM05/REV03

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Marigold Foods, Inc.

- Individual(s)
- General Partnership
- Corporation-State **Delaware**
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

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

Name: Marigold Foods, LLC

Internal Address: _____

Street Address: _____

City: _____ State: _____ ZIP: _____

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 designation is Yes N

(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Correction of Change of Name for Reel /Frame

- Merger
- Change of Name

No. 2510/0761 to "Conversion"
Execution Date: September 25, 2001

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

A. Trademark Application No.(s)

See attached
Exhibit A

B. Trademark Registration No.(s)

Additional numbers Yes No

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

Name: Scott P. Sullivan

Internal Address: _____

Fredrikson & Byron, P.A.

Street Address: 4000 Pillsbury Center

200 South Sixth Street

City: Minneapolis State: MN ZIP: 55402

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41):.....\$ 140.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

061910

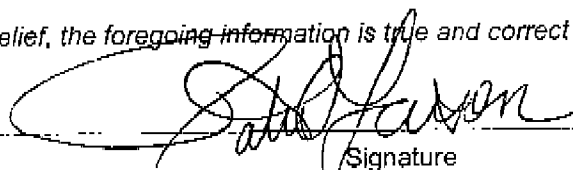
DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Patricia A. Larson

Name of Person Signing



Signature

5/13/2003

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

EXHIBIT A

Serial Nos.
76/328,319
78/095,448
76/236,521
76/236,360
76/227,169

#2762483\4

CERTIFICATE OF CONVERSION
OF
MARIGOLD FOODS, INC.

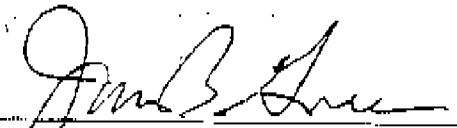
THIS Certificate of Conversion of MARIGOLD FOODS, INC., dated as of this 25th day of September 2001, has been duly executed and is being filed by an authorized person to convert a corporation to a limited liability company pursuant to Section 266 of the Delaware General Corporation Law, as amended from 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 09/25/2001
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