

02-26-2003

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To the Honorable Commissioner of P

attached original documents or copy thereof.

102373824

1. Name of conveying party(ies):

CROWLEY FOODS, INC.

2-7-03

Name and address of receiving party(ies):

Name: CROWLEY FOODS, LLC

Internal Address:

Street Address: 95 Court Street

City: Binghamton State: NY ZIP: 13902

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

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

- Individual(s) citizens:
- Association
- General Partnership.
- Limited Partnership.
- Corporation-State
- Other LLC - Delaware



02-07-2003

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #01

3. Nature of conveyance:

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

Execution Date: 09-25-01

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

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

A. Trademark Application No.(s)

76/339,313

B. Trademark registration No.(s)

2,649,141

Additional numbers attached?  Yes  No

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

Name: Neil F. Markva

Internal Address:

Street Address: 8311-A Traford Lane

City: Springfield State: VA ZIP: 22152

6. Total number of applications and registrations involved: .....

2

7. Total fee (37 CFR 3.41):..... \$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

13-1720

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

02/25/2003 LMUELLER 00000202 76339313

DO NOT USE THIS SPACE

FC:8521 40.00 OP  
FC:8522 25.00 OP

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.

Neil F. Markva

Name of Person Signing

Signature

February 5, 2003

Date

Total number of pages comprising cover sheet:

1

**CERTIFICATE OF CONVERSION**

**OF**

**CROWLEY FOODS, INC.**

**THIS Certificate of Conversion of CROWLEY FOODS, INC., dated as of this 25<sup>th</sup> 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 CROWLEY FOODS, INC. The name under which the corporation was originally incorporated is CROWLEY INTERMEDIATE, INC.

2. The date on which the original Certificate of Incorporation was filed with the Secretary of State is May 2, 1988.

3. The name of the limited liability company into which the corporation is herein being converted is CROWLEY 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: Martin J. Margherio  
Name: Martin J. Margherio  
Title: Authorized Person

CERTIFICATE OF FORMATION  
OF  
CROWLEY FOODS, LLC

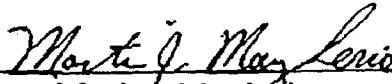
THIS Certificate of Formation of CROWLEY FOODS, LLC (the "Company"), dated as of this 25th day of September 2001, has been duly executed and is being filed by an authorized person to form a limited liability company under the Delaware Limited Liability Company Act, as amended from time to time.

1. Name. The name of the Company is "CROWLEY FOODS, LLC".

2. Registered Office. The address of the registered office of the Company in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801.

3. Registered Agent. The name and address of the registered agent for service of process on the Company in the State of Delaware is The Corporation Trust Company with offices at Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first written above.

  
Name: Martin J. Margherio  
Title: Authorized Person