TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Elfin Equity Company, L.L.C.		11/20/2003	Limited Liability Company:

RECEIVING PARTY DATA

Name:	Kellogg North America Company
Street Address:	One Kellogg Square
City:	Battle Creek
State/Country:	MICHIGAN
Postal Code:	49016
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 103

Property Type	Number	Word Mark
Registration Number:	2636818	ALL-ABOUTS
Registration Number:	2508040	ALOHA CHIPS
Registration Number:	0619541	
Registration Number:	2119206	BAKER'S TRADITION
Registration Number:	0885569	BARBARA DEE
Registration Number:	1434871	BECKY KAY'S
Registration Number:	2470301	
Registration Number:	2220872	BRANCHING OUT WITH BETTER BRANDS
Registration Number:	1315995	BUTTERCUP
Registration Number:	1915250	CAFE' CRACKERS
Registration Number:	0212111	CHEESE SNAX
Registration Number:	0151785	CHEEZ-IT
Registration Number:	2274207	CHEEZ-IT
Registration Number:	2416368	CHEEZ-IT CHIP-ITS
Registration Number:	2553488	CHEEZ-IT JUNIORS

CH $2590.00 2636818

Registration Number:	1370434	CHIPPY CHEWS
Registration Number:	1315991	CHIPS DELUXE
Registration Number:	1322445	CHIPSIES
Registration Number:	0842962	CHOCOLATE KINGS
Registration Number:	1903721	CHOCOLATE LOVERS CHIPS DELUXE
Registration Number:	0677062	CINNAMON CRISP
Registration Number:	0771189	CLUB
Registration Number:	1386964	
Registration Number:	0846384	COOKIE MATES
Registration Number:	2159435	COOKIE MATES
Registration Number:	2521051	COOKIE PALS
Registration Number:	1316010	CUP CUSTARD
Registration Number:	2062931	DIP-TOP
Registration Number:	2509548	DO-SI-DOS
Registration Number:	2680940	DRIVE HOME GREAT TASTE
Registration Number:	2296926	DROXIES
Registration Number:	2467682	DROXIES
Registration Number:	0573143	DUBLE HEDER
Registration Number:	1564871	E. L. FUDGE
Registration Number:	1978222	E.L.FUDGE
Registration Number:	1978194	E L FUDGE
Registration Number:	1979538	E L FUDGE
Registration Number:	1978928	EATING IS BELIEVING
Registration Number:	0560074	EAT-IT-ALL
Registration Number:	1925726	EL PANADERO
Registration Number:	1124989	ELF
Registration Number:	2192403	ELFIN
Registration Number:	1520021	ELFIN LOAVES
Registration Number:	1943910	ELFIN MAGIC
Registration Number:	2506762	ELFIN MAGIC
Registration Number:	1105259	
Registration Number:	1038248	EXPORT SODAS
Registration Number:	1505031	FUDGE CLASSICS
Registration Number:	1739181	FUDGE SHOPPE
Registration Number:	2742862	FUDGE SHOPPE

Registration Number:	2400953	GET NUTTY!
Registration Number:	2781776	GET YOUR OWN BOX
Registration Number:	2506826	
Registration Number:	2164710	GOLD LABEL
Registration Number:	0815107	GOLDEN FRUIT
Registration Number:	2483211	GRAB BAG
Registration Number:	2435477	GRAHAM-N-GO
Registration Number:	1474372	GRAHAMY BEARS
Registration Number:	1386947	GRASSHOPPER
Registration Number:	2253830	GRASSHOPPER
Registration Number:	1257764	GREAT COOKIES FOR A GREAT CAUSE
Registration Number:	2480530	HARVEST BAKERY
Registration Number:	1467578	HARVEST MILL
Registration Number:	2254371	HEADS AND TAILS
Registration Number:	0345778	HI-HO
Registration Number:	2265769	HOLIDAYFEST
Registration Number:	1343031	KEEBLER
Registration Number:	0682989	HONEY-ROLL
Registration Number:	0672920	HYDROX
Registration Number:	1395079	HYDROX
Registration Number:	2744523	IT TAKES HEART TO MAKE A GREAT COOKIE
Registration Number:	1422142	JACK'S
Registration Number:	0918134	JACKSON'S
Registration Number:	2506429	JINGLES
Registration Number:	0614917	JINGLES
Registration Number:	2664029	JOIN THE CLUB
Registration Number:	2610692	JOURNEY
Registration Number:	0863625	JOYS
Registration Number:	1048252	JUMPERS
Registration Number:	0894295	KEEBIES
Registration Number:	0221594	KEEBLER
Registration Number:	1713946	KEEBLER
Registration Number:	1274495	KEEBLER
Registration Number:	1275391	KEEBLER
Registration Number:	0844688	KEEBLER

Registration Number:	0977788	KEEBLER
Registration Number:	1321077	
Registration Number:	1321079	
Registration Number:	0763641	KREEMLINED
Registration Number:	0879213	LEMON COOLERS
Registration Number:	1396017	
Registration Number:	0781089	"LITTLE BROWNIE"
Registration Number:	1487668	LITTLE BROWNIE BAKERS
Registration Number:	1560049	LITTLE BROWNIE BAKERS
Registration Number:	1383573	LOTSA' MIDDLE
Registration Number:	1553949	MAGIC MIDDLES
Registration Number:	0749491	MALLOPUFFS
Registration Number:	1323556	MONSTER CHOMPS
Registration Number:	2449559	MONTEREY
Registration Number:	1065521	MOTHER'S
Serial Number:	76483122	ARCTIC ANIMALS
Serial Number:	76476173	KRISP KREEM
Serial Number:	75416432	SNACKIN' GRAHAMS

CORRESPONDENCE DATA

Fax Number: (248)641-0270

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: gdaurini@hdp.com

Correspondent Name: Harness, Dickey & Pierce, P.L.C.

Address Line 1: 5445 Corporate Drive

Address Line 4: Troy, MICHIGAN 48098

ATTORNEY DOCKET NUMBER:	8951-500036
NAME OF SUBMITTER:	G. D. Aurini

Total Attachments: 1

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CERTIFICATE OF CONVERSION
OF
ELFIN EQUITY COMPANY, L.L.C.
TO
KELLOGG NORTH AMERICA COMPANY

The undersigned, desiring to convert from a domestic limited liability company, in accordance with §18-216 of the Delaware Limited Liability Company Act; to a domestic corporation pursuant to §265 of the General Corporation Law of the State of Delaware does hereby certify as follows:

1. Elfin Equity Company, L.L.C., a Delaware limited liability company (the "Other Entity"), filed its Certificate of Formation on June 27, 1997 in the Office of the Secretary of State of Delaware.

2. The name of the Other Entity immediately prior to the filing of this Certificate of Conversion is:

Elfin Equity Company, L.L.C.

3. The name of the corporation to which the Other Entity desires to be converted is:

Kellogg North America Company

4. The effective date of the conversion from a limited liability company to a corporation shall be the date of filing of the Certificate of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the 12th day of November, 2003.

ELFIN EQUITY COMPANY, L.L.C.

By: Keebler Company
Its: Managing Member

By:_____
Joel R. Wittenberg
Its Vice President