

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: DELAWARE

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: 13

Property Type	Number	Word Mark
Serial Number:	76490091	CHOCOLATE IN EVERY BITE
Serial Number:	76377748	COOKIE DIVA
Serial Number:	76487511	COOKIE JAR CLASSICS
Serial Number:	76318350	DOWN HOME FAVORITES
Serial Number:	76544916	FRUIT TREASURES
Serial Number:	76490089	FUDGE SHOPPE
Serial Number:	76188449	GRIPZ
Serial Number:	76482773	ONE RELAXING COOKIE
Serial Number:	76518542	THE TASTE THAT TAKES YOU BACK
Serial Number:	76521903	TOWN HOUSE BISTRO
Serial Number:	76518543	TRY SOMETHING RRRROARING GOOD!
Serial Number:	76490090	UNCOMMONLY CHOCOLATEY
Serial Number:	76457266	WHOLE GRAIN NEVER TASTED SO GOOD

CORRESPONDENCE DATA

TRADEMARK
REEL: 002795 FRAME: 0725

CH \$340.00 76490091

Fax Number: (248)641-0270

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

Email: coakley@hdp.com

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

Address Line 1: 5445 Corporate Drive

Address Line 2: Suite 400

Address Line 4: Troy, MICHIGAN 48098

ATTORNEY DOCKET NUMBER:

8951-500036A

NAME OF SUBMITTER:

Lisabeth H. Coakley

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