

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Conversion		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Baskin-Robbins Flavors, Inc.		03/01/2006	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Baskin-Robbins Flavors LLC		
<b>Street Address:</b>	130 Royall Street		
<b>City:</b>	Canton		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02021		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	73531088	FLAVOR FORCES	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(202)887-0689		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	202-861-9126		
<b>Email:</b>	wades@dsmo.com		
<b>Correspondent Name:</b>	Stephanie K. Wade		
<b>Address Line 1:</b>	2101 L Street, N.W.		
<b>Address Line 4:</b>	Washington, DISTRICT OF COLUMBIA 20037		
<b>ATTORNEY DOCKET NUMBER:</b>	D1383.0000		
<b>NAME OF SUBMITTER:</b>	Stephanie K. Wade		
<b>Signature:</b>	/Stephanie K. Wade/		
<b>Date:</b>	03/03/2006		

OP \$40.00 73531088

**Total Attachments: 3**

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# Delaware

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*The First State*

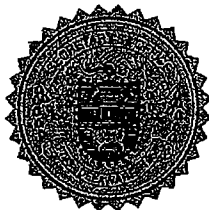
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "BASKIN-ROBBINS FLAVORS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "BASKIN-ROBBINS FLAVORS, INC." TO "BASKIN-ROBBINS FLAVORS LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF MARCH, A.D. 2006, AT 3:09 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF MARCH, A.D. 2006, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

0890215 8100V

060203522



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4560.307

DATE: 03-01-06

TRADEMARK  
REEL: 003258 FRAME: 0144

CERTIFICATE OF CONVERSION  
OF  
BASKIN-ROBBINS FLAVORS, INC.  
TO  
BASKIN-ROBBINS FLAVORS LLC

March 1, 2006

Pursuant to Title 8, Section 266 of the General Corporation Law of the State of Delaware and Title 6, Section 18-214 of the Limited Liability Company Act of the State of Delaware, Baskin-Robbins Flavors, Inc., a Delaware corporation (the "Corporation"), does hereby certify to the following information relating to the conversion of the Corporation into Baskin-Robbins Flavors LLC, a Delaware limited liability company:

1. The Corporation was incorporated with the filing of its Certificate of Incorporation with the Secretary of State of the State of Delaware on April 9, 1980.
2. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is Baskin-Robbins Flavors, Inc. The name under which the Corporation was originally incorporated is Flavor Forces, Inc.
3. The name of the limited liability company into which the Corporation shall be converted, as set forth in its Certificate of Formation, is Baskin-Robbins Flavors LLC
4. This conversion has been duly approved by the Board of Directors and the sole stockholder of the Corporation in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware
5. Pursuant to Title 6, Section 18-214 of the Limited Liability Company Act of the State of Delaware, this Certificate of Conversion shall be effective at 11:59 p.m. EST on March 1, 2006.

*[The remainder of this page is intentionally left blank.]*

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Conversion to be signed by an authorized person as of the date first written above

By: *Kate S. Lavelle*  
Kate S. Lavelle Authorized Person

*Certificate of Conversion*