

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---------------------------|----------|----------------|------------------------|
| Lifecore Biomedical, Inc. | | 03/31/2008 | CORPORATION: MINNESOTA |

RECEIVING PARTY DATA

| | |
|-----------------|--------------------------------------|
| Name: | Lifecore Biomedical, LLC |
| Street Address: | 3515 Lyman Boulevard |
| City: | Chaska |
| State/Country: | MINNESOTA |
| Postal Code: | 55318 |
| Entity Type: | LIMITED LIABILITY COMPANY: MINNESOTA |

PROPERTY NUMBERS Total: 9

| Property Type | Number | Word Mark |
|----------------------|----------|-----------------------|
| Registration Number: | 2939113 | LIFECORE |
| Registration Number: | 2962775 | LIFECORE |
| Registration Number: | 2800097 | LIFECORE |
| Registration Number: | 3350241 | PURPOSEFUL INNOVATION |
| Registration Number: | 3433238 | PURPOSEFUL INNOVATION |
| Registration Number: | 3341980 | PURPOSEFUL INNOVATION |
| Registration Number: | 1668206 | LUROCOAT |
| Serial Number: | 78561605 | ORTHOLURE |
| Registration Number: | 1488016 | LIFECORE |

CORRESPONDENCE DATA

Fax Number: (612)766-1600
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 612/766-8178
 Email: trademarkmpls@faegre.com
 Correspondent Name: Cathleen F. Baraloto

OP \$240.00 2939113

Address Line 1: 90 South Seventh Street
Address Line 2: 2200 Wells Fargo Center
Address Line 4: Minneapolis, MINNESOTA 55402-3901

ATTORNEY DOCKET NUMBER:

74648 - 370029

NAME OF SUBMITTER:

Cathleen F. Baraloto

Signature:

/Cathleen F. Baraloto/

Date:

10/09/2008

Total Attachments: 3

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State of Minnesota

SECRETARY OF STATE

Certificate of Fact

I, Mark Ritchie, Secretary of State of Minnesota, keeper of the Great Seal of the State and custodian of the documents pertaining to the businesses governed by the laws of this State, do hereby certify that:

Old Name: LifeCore Biomedical, Inc.

Date of Conversion: 03/31/2008

New Name: LifeCore Biomedical, LLC

This certificate has been issued on: April 23, 2008



Mark Ritchie
Secretary of State.



1J-75

DC-CV

**ARTICLES OF CONVERSION
OF
LIFECORE BIOMEDICAL, INC.**

Pursuant to Section 302A.687 of the Minnesota Business Corporation Act (the "MBCA"), the undersigned hereby certifies the following:

FIRST: Attached hereto as Exhibit A, is a true and complete copy of the Plan of Conversion, dated March 31, 2008 (the "Plan of Conversion"), which has been approved by the board of directors and sole shareholder of Lifecore Biomedical, Inc., a Minnesota corporation (the "Converting Organization"), pursuant to Section 302A.685 of the MBCA.

SECOND: The name of the Converting Organization immediately before the filing of these Articles of Conversion is Lifecore Biomedical, Inc.. The name to which the Converting Organization is to be changed is Lifecore Biomedical, LLC (the "Converted Organization").

THIRD: The Converted Organization will be a Minnesota limited liability company.

FOURTH: Attached hereto as Exhibit B is a true and complete copy of the Articles of Organization of the Converted Organization.

FIFTH: These Articles of Conversion shall become effective at 11:59 P.M., Central Time, on March 31, 2008.

[Signature page follows.]

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REEL: 003867 FRAME: 0881

IN WITNESS WHEREOF, the undersigned has caused these Articles of Conversion to be signed by its duly authorized officer on this 31st day of March, 2008.

LIFECORE BIOMEDICAL, INC.

By: David M. Noel

Name: David M. Noel

Its: Chief Financial Officer

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RECORDED: 10/09/2008

REEL: 003867 FRAME: 0882