

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
Old Bay Company, Inc.		11/29/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Old Bay Company, LLC
Street Address:	211 Schilling Circle
City:	Hunt Valley
State/Country:	MARYLAND
Postal Code:	21031-1066
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	1528475	CRAB CAKE CLASSIC
Registration Number:	1790556	DIP & CRISP
Registration Number:	2940177	OLD BAY
Registration Number:	1679454	OLD BAY
Registration Number:	1679574	OLD BAY
Registration Number:	0429137	OLD BAY
Registration Number:	1671929	SALMON CLASSIC
Registration Number:	1671279	TUNA CLASSIC

CORRESPONDENCE DATA	
Fax Number:	(207)842-0743
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	207 842 6003
Email:	judith@judithsapp.com
Correspondent Name:	Judith Sapp
Address Line 1:	111 West Street

OP \$215.00 1528475

Address Line 4: Portland, MAINE 04102

ATTORNEY DOCKET NUMBER: 21434-8394

NAME OF SUBMITTER: Judith Sapp

Signature: /Judith Sapp/

Date: 11/15/2008

Total Attachments: 4

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Delaware

PAGE 1

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 "OLD BAY COMPANY, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "OLD BAY COMPANY, INC." TO "OLD BAY COMPANY, LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 2007, AT 6:33 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 DECEMBER, A.D. 2007, AT 12:01 O'CLOCK A.M.

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



2070626 8100V

071269352

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6198770

DATE: 11-30-07

TRADEMARK
REEL: 003888 FRAME: 0679

Certificate of Conversion

(Pursuant to Section 266 of the Delaware General Corporation Law)

Old Bay Company, Inc.

1. The name of the corporation is Old Bay Company, Inc. The original name of the corporation as set forth in the certificate of incorporation is HSCM-14 Inc.
2. The date of filing of its original certificate of incorporation with the Secretary of State is September 6, 1985.
3. The name of the limited liability company into which the corporation will be converted is Old Bay Company, LLC.
4. The conversion of the corporation into a limited liability company has been approved by the Board of Directors and the sole stockholder of the corporation in accordance with Section 266 of the Delaware General Corporation Law.
5. The conversion to a limited liability company shall not be effective until 12:01 a.m. on December 1, 2007.

OLD BAY COMPANY, INC.

By: 
Name: W. Geoffrey Carpenter
Title: Secretary

Delaware

PAGE 2

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 CERTIFICATE OF FORMATION OF "OLD BAY COMPANY, LLC" FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 2007, AT 6:33 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE FIRST DAY OF DECEMBER, A.D. 2007, AT 12:01 O'CLOCK A.M.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6198770

DATE: 11-30-07

TRADEMARK
REEL: 003888 FRAME: 0681

**CERTIFICATE OF FORMATION
OF
OLD BAY COMPANY, LLC**

THE UNDERSIGNED, in order to form a limited liability company under and by virtue of the Delaware Limited Liability Company Act, DEL. CODE ANN. § 18-101 *et seq.* (the "Act"), does hereby acknowledge and certify to the Delaware Secretary of State as follows:

FIRST: The name of the limited liability company (which is hereinafter called the "Company") is:

Old Bay Company, LLC

SECOND: The name and address of the resident agent of the Company in the State of Delaware is: Corporation Service Company, 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, State of Delaware, 19808. The resident agent is a domestic Delaware corporation. The address of the registered office of the Company in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, State of Delaware, 19808.

THIRD: The formation of the Company shall not be effective until 12:01 a.m. on December 1, 2007.

IN WITNESS WHEREOF, pursuant to § 18-201 of the Act, the undersigned authorized person has signed this Certificate of Formation, acknowledging the same to be such authorized person's act, on the 29th day of November, 2007.

AUTHORIZED PERSON:



W. Geoffrey Carpenter, Esq.