

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
Birds Eye Group, Inc.	FORMERLY Birds Eye Foods, Inc.	12/24/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Birds Eye Foods LLC		
Street Address:	90 Linden Oaks		
City:	Rochester		
State/Country:	NEW YORK		
Postal Code:	14625		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2330426	THE ULTIMATE STIR FRY	
CORRESPONDENCE DATA			
Fax Number:	(585)232-2152		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	585 231 1386		
Email:	bsalai@hselaw.com		
Correspondent Name:	Stephen B. Salai		
Address Line 1:	1600 Bausch & Lomb Place		
Address Line 4:	Rochester, NEW YORK 14604		
ATTORNEY DOCKET NUMBER:	86004.001829		
NAME OF SUBMITTER:	Stephen B. Salai		
Signature:	/stephen b. salai/		
Date:	03/05/2010		

CH \$40.00 2330426

Total Attachments: 3

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Delaware

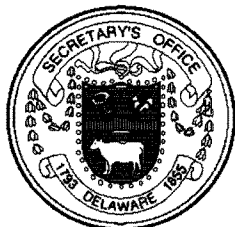
PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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 "BIRDS EYE GROUP, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "BIRDS EYE GROUP, INC." TO "BIRDS EYE FOODS LLC", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 2009, AT 8:50 O'CLOCK A.M.

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7721378

DATE: 12-24-09

TRADEMARK
REEL: 004161 FRAME: 0669

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION OF**

BIRDS EYE GROUP, INC.

**FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT**

December 24, 2009

- 1.) The jurisdiction where the Company first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The Corporation filed its original Certificate of Incorporation with the Secretary of State of the State of Delaware and was incorporated in the State of Delaware on July 31, 2002.
- 4.) The name of the Corporation immediately prior to filing this Certificate is "Birds Eye Group, Inc."
- 5.) The name of the limited liability company into which the Corporation is to be converted as set forth in its Certificate of Formation is "Birds Eye Foods LLC".

[signature to follow on next page]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Limited Liability Company as of the date first written above.

BIRDS EYE GROUP, INC.

By: 

Craig Steeneck

Executive Vice President & Chief Financial Officer

(Signature Page to the Certificate of Conversion)