

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 Foods, Inc.		10/05/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Birds Eye Group, Inc.
Street Address:	90 Linden Oaks
City:	Rochester
State/Country:	NEW YORK
Postal Code:	14604
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Serial Number:	77500075	BIRDS EYE GOODNESS ON THE GO
Serial Number:	77673446	BIRDS EYE C&W
Serial Number:	77676744	FINE DINING AT HOME
Serial Number:	76502432	CALIFORNIA & WASHINGTON ORGANIC
Serial Number:	72074425	FRESHLIKE
Serial Number:	76505494	POT STICKER STIR FRY FEAST
Serial Number:	77706732	RIVIERA
Serial Number:	73178145	BIG CHUNK
Serial Number:	74009374	TIM'S CASCADE STYLE POTATO CHIPS
Serial Number:	77386139	BE WELL
Serial Number:	78222917	THANK YOU

CORRESPONDENCE DATA

Fax Number: (585)232-2152

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

900156548

**TRADEMARK
 REEL: 004163 FRAME: 0340**

CH \$290.00 77500075

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:	86004.000002
NAME OF SUBMITTER:	Stephen B. Salai
Signature:	/stephen b. salai/
Date:	03/08/2010

Total Attachments: 2

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Delaware

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The First State

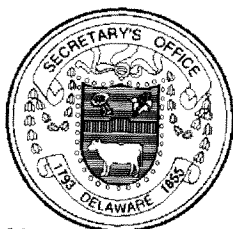
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BIRDS EYE FOODS, INC.", CHANGING ITS NAME FROM "BIRDS EYE FOODS, INC." TO "BIRDS EYE GROUP, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF OCTOBER, A.D. 2009, AT 5:55 O'CLOCK P.M.

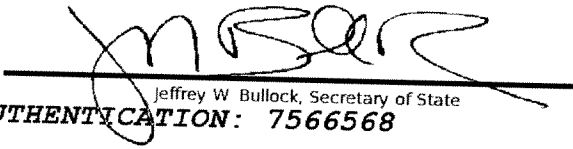
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3553568 8100

090911082

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7566568

DATE: 10-05-09

TRADEMARK
REEL: 004163 FRAME: 0342

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BIRDS EYE FOODS, INC.**

Under Section 242 of the Delaware Corporation Law

Pursuant to Sections 242 of the Delaware Corporation Law of the State of Delaware, the undersigned, being the Chief Executive Officer of Birds Eye Foods, Inc., a Delaware corporation (the "Corporation") does hereby certify the following:

FIRST: The name of the Corporation is: Birds Eye Foods, Inc.

SECOND: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on July 31, 2002.

THIRD: The Certificate of Incorporation of the Corporation is hereby amended to effect a change in Article First thereof, relating to the name of the Corporation, accordingly Article I of the Certificate of Incorporation shall be amended to read in its entirety as follows:

ARTICLE FIRST

"The name of the Corporation is: Birds Eye Group, Inc."

FOURTH: The amendment to the Certificate of Incorporation of the Corporation effected hereby was approved by the Board of Directors of the Corporation, and by written consent of the stockholders of the Corporation.

IN WITNESS WHEREOF, the undersigned affirms as true the foregoing under penalties of perjury, and has executed this Certificate this 5th day of October 2009.

BIRDS EYE FOODS, INC.

By: /s/ NEIL HARRISON
Name: Neil Harrison
Title: Chief Executive Officer