

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion and 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:	14604
Entity Type:	LIMITED LIABILITY COMPANY: DISTRICT OF COLUMBIA

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

900156556

**TRADEMARK
 REEL: 004163 FRAME: 0382**

CH \$290.00 77500075

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

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:	86004.000001
NAME OF SUBMITTER:	Stephen B. Salai
Signature:	/stephen b. salai/
Date:	03/08/2010

Total Attachments: 3

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Delaware

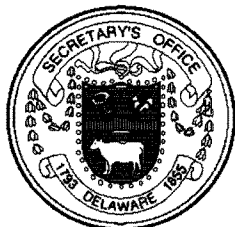
PAGE 1

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: 004163 FRAME: 0384

**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)