

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Birds Eye Foods, Inc.		10/05/2009	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Birds Eye Group, Inc.		
<b>Street Address:</b>	90 Linden Oaks		
<b>City:</b>	Rochester		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	14625		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3766330	SO SATISFYING, YOU'LL BE TEMPTED TO LEAVE A TIP!	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(585)232-2152		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	585-232-6500		
Email:	kshimomura@hselaw.com		
Correspondent Name:	Kimberly I. Shimomura		
Address Line 1:	Harter Secrest & Emery LLP		
Address Line 2:	1600 Bausch & Lomb Placw		
Address Line 4:	Rochester, NEW YORK 14604		
ATTORNEY DOCKET NUMBER:	86004.002092		
NAME OF SUBMITTER:	Kimberly I. Shimomura		
Signature:	/Kimberly I. Shimomura/		
Date:	04/26/2010		

CH \$40.00 3766330

Total Attachments: 2

source=Name Change Birds Eye Foods to Birds Eye Group October 2009.pdf#page1.tif

source=Name Change Birds Eye Foods to Birds Eye Group October 2009.pdf#page2.tif

# Delaware

PAGE 1

*The First State*

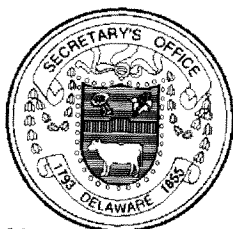
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BIRDS EYE FOODS, INC.", CHANGING ITS NAME FROM "BIRDS EYE FOODS, INC." TO "BIRDS EYE GROUP, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF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

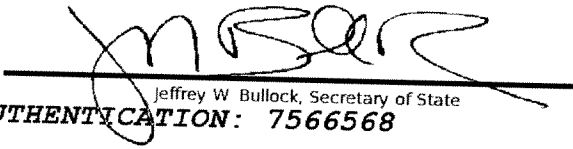
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7566568

DATE: 10-05-09

TRADEMARK  
REEL: 004191 FRAME: 0985

**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