

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		Conversion of entity from a corporation to an LLC	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Birds Eye Group, Inc.		12/24/2009	CORPORATION: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Birds Eye Foods LLC		
<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>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3766330	SO SATISFYING, YOU'LL BE TEMPTED TO LEAVE A TIP!	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(585)232-2152		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	585-232-6500		
<b>Email:</b>	kshimomura@hselaw.com		
<b>Correspondent Name:</b>	Kimberly I. Shimomura		
<b>Address Line 1:</b>	Harter Secrest & Emery LLP		
<b>Address Line 2:</b>	1600 Bausch & Lomb Place		
<b>Address Line 4:</b>	Rochester, NEW YORK 14604		
<b>ATTORNEY DOCKET NUMBER:</b>	86004.002092		
<b>NAME OF SUBMITTER:</b>	Kimberly I. Shimomura		
<b>Signature:</b>	/Kimberly I. Shimomura/		
<b>Date:</b>	04/26/2010		

CH \$40.00 3766330

**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](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 7721378

DATE: 12-24-09

TRADEMARK  
REEL: 004191 FRAME: 0989

**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

Craig Steeneck  
Executive Vice President & Chief Financial Officer

*(Signatory Page to the Certificate of Conversion)*