

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:	14625		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	0533545	COMSTOCK	
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:	86004.000725		
NAME OF SUBMITTER:	Stephen B. Salai		
Signature:	/stephen b. salai/		
Date:	08/27/2010		

CH \$40.00 0533545

Total Attachments: 2

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

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

Delaware

PAGE 1

The First State

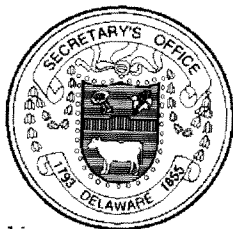
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BIRDS EYE FOODS, INC.", CHANGING ITS NAME FROM "BIRDS EYE FOODS, INC." TO "BIRDS EYE GROUP, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF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

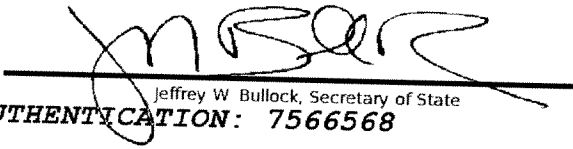
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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: 004268 FRAME: 0110

**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