

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
Coleman Natural Products, Inc.		05/17/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Coleman Natural Products, LLC
Street Address:	1209 Orange Street
Internal Address:	Corporation Trust Center
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
Registration Number:	3617699	COLEMAN NATURAL HAMPSHIRE
Registration Number:	1484448	COLEMAN
Registration Number:	3398372	COLEMAN
Registration Number:	3167394	COLEMAN NATURAL
Registration Number:	3541794	COLEMAN NATURAL
Registration Number:	2463451	COLEMAN NATURAL ANGUS BEEF
Registration Number:	1725986	COLEMAN NATURAL BEEF
Registration Number:	2930449	COLEMAN NATURAL LAMB
Registration Number:	1740025	COLEMAN NATURAL MEATS, INC.
Registration Number:	3318190	COLEMAN NATURAL* SINCE 1875
Registration Number:	3539356	COLEMAN ORGANIC
Registration Number:	3614523	COLEMAN ORGANIC SINCE 1875
Registration Number:	2945088	COLEMAN RESERVE NATURAL ANGUS

CH \$690.00 3617699

Registration Number:	3271915	FRESH FOR THE FREEZER
Registration Number:	2314769	HANS' ALL NATURAL
Registration Number:	2312055	HANS' ALL NATURAL
Registration Number:	2341381	NO ANTIBIOTICS, NO ADDED HORMONES...EVER!
Registration Number:	2994836	PENN VALLEY FARMS
Registration Number:	3107824	PENN VALLEY FARMS
Registration Number:	3083489	RAISED NATURALLY FOR A GOODNESS YOU CAN TASTE
Registration Number:	3672550	THE ORIGINAL BRAT HANS
Serial Number:	78972663	COLEMAN NATURAL HAMPSHIRE
Serial Number:	85103471	FRESH FOR THE FREEZER
Serial Number:	77782662	THE CHOICE IS CLEAR
Serial Number:	77827180	THE ORIGINAL BRAT HANS
Serial Number:	77827182	THE WAY NATURE INTENDED FOR OVER 125 YEARS
Serial Number:	85286568	COLEMAN NATURAL GOAT

CORRESPONDENCE DATA

Fax Number: (212)294-4700
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 1 (212) 294-4661
Email: trademarkny@winston.com
Correspondent Name: Sanjana Chopra
Address Line 1: 200 Park Avenue
Address Line 2: Winston & Strawn LLP
Address Line 4: New York, NEW YORK 10166

ATTORNEY DOCKET NUMBER:	6257.41
NAME OF SUBMITTER:	Sanjana Chopra
Signature:	/W&S/
Date:	05/18/2011

Total Attachments: 5
source=CNP Inc to CNP LLC#page1.tif
source=CNP Inc to CNP LLC#page2.tif
source=CNP Inc to CNP LLC#page3.tif
source=CNP Inc to CNP LLC#page4.tif
source=CNP Inc to CNP LLC#page5.tif

Delaware

PAGE 1

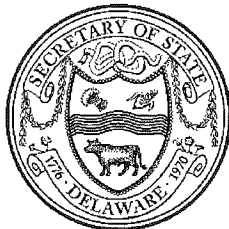
The First State


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 "COLEMAN NATURAL PRODUCTS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "COLEMAN NATURAL PRODUCTS, INC." TO "COLEMAN NATURAL PRODUCTS, LLC", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF MAY, A.D. 2011, AT 6:46 O'CLOCK P.M.

2354676 8100V

110564563

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8768495

DATE: 05-17-11

TRADEMARK
REEL: 004543 FRAME: 0771

**CERTIFICATE OF CONVERSION
CONVERTING
COLEMAN NATURAL PRODUCTS, INC.
INTO
COLEMAN NATURAL PRODUCTS, LLC**

This Certificate of Conversion has been duly executed and is being filed by the undersigned to convert Coleman Natural Products, Inc., a Delaware corporation (the "Corporation"), into Coleman Natural Products, LLC, a Delaware limited liability company (the "LLC"), pursuant to the Delaware Limited Liability Company Act (Del. Code tit. 6, § 18-101 et seq.) (the "DLLCA") and the General Corporation Law of the State of Delaware (Del. Code tit. 8, § 101 et seq.) (the "DGCL"), and the undersigned hereby certifies as follows:

FIRST: The Corporation was originally incorporated as Coleman Natural Holdings Corp. in the State of Delaware pursuant to the DGCL on October 12, 1993.

SECOND: The name of the Corporation immediately prior to the filing of this Certificate of Conversion is "Coleman Natural Products, Inc."

THIRD: The name of the limited liability company as set forth in the Certificate of Formation is "Coleman Natural Products, LLC".

FOURTH: The conversion of the Corporation into the LLC and the Limited Liability Company Agreement of the LLC have been approved in accordance with the provisions of Sections 228 and 266 of the DGCL and Section 18-214 of the DLLCA.

FIFTH: The conversion of the Corporation into the LLC shall be effective upon the filing of this Certificate of Conversion and the Certificate of Formation of the LLC with the Secretary of State of Delaware.

[signature page follows]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion, this 7th day of May, 2011.

COLEMAN NATURAL PRODUCTS, INC.

By: 

Name: James G. Skidmore

Title: Vice President and Assistant Secretary

TRADEMARK

REEL: 004543 FRAME: 0773

Delaware

PAGE 2

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 CERTIFICATE OF FORMATION OF "COLEMAN NATURAL PRODUCTS, LLC" FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF MAY, A.D. 2011, AT 6:46 O'CLOCK P.M.



2354676 8100V

110564563

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8768495

DATE: 05-17-11

TRADEMARK
REEL: 004543 FRAME: 0774

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:46 PM 05/17/2011
FILED 06:46 PM 05/17/2011
SRV 110564563 - 2354676 FILE

CERTIFICATE OF FORMATION
OF
COLEMAN NATURAL PRODUCTS, LLC


This Certificate of Formation of Coleman Natural Products, LLC (the "Company"), dated May 17th 2011, is being duly executed and filed by James G. Skidmore, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, *et. seq.*).

FIRST. The name of the limited liability company formed hereby is "Coleman Natural Products, LLC".

SECOND. The address of the registered office of the Company in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

THIRD. The name and address of the registered agent for service of process of the Company in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.



By: James G. Skidmore
Title: Authorized Person

CHI:2474526.3

RECORDED: 05/18/2011

TRADEMARK
REEL: 004543 FRAME: 0775