

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Conversion and Name Change	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Birds Eye Group, Inc.		12/24/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Birds Eye Foods LLC		
Street Address:	399 Jefferson Road		
City:	Parsippany		
State/Country:	NEW JERSEY		
Postal Code:	07054-3707		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 18			
Property Type	Number	Word Mark	
Registration Number:	0859414	BERNSTEIN	
Registration Number:	2135055	BIRDS EYE	
Registration Number:	3159721	BIRDS EYE FOODS	
Registration Number:	3592979	BIRDS EYE FRESH	
Registration Number:	0551914	C&W	
Registration Number:	3499972	FRIDGE-IT	
Registration Number:	0726777	HUSMAN'S	
Registration Number:	1504148	LA RESTAURANTE	
Registration Number:	1174418	MARINERS COVE	
Registration Number:	2552159	MCKENZIE'S	
Registration Number:	1797996	NALLEY	
Registration Number:	1874021	EASY RECIPE	
Registration Number:	1249163	RESTAURANT RECIPE	
Registration Number:	1830459	RIVIERA	

900204930

TRADEMARK  
 REEL: 004643 FRAME: 0716

CH \$465.00 0859414

Registration Number:	3232333	SNYDER OF BERLIN
Registration Number:	1374102	SOUTHERN FARMS
Registration Number:	3037601	TIM'S
Registration Number:	3186037	TIM'S CASCADE SNACKS

#### CORRESPONDENCE DATA

Fax Number: (248)594-0610

Phone: 2485940630

Email: tmdocketing@raderfishman.com

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Correspondent Name: Michael D. Fishman

Address Line 1: 39533 Woodward Avenue

Address Line 2: Suite 140

Address Line 4: Bloomfield Hills, MICHIGAN 48304

ATTORNEY DOCKET NUMBER:	67092-0711
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NAME OF SUBMITTER:	Michael D. Fishman
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Signature:	/mdf/
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Date:	10/18/2011
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#### Total Attachments: 5

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# Delaware

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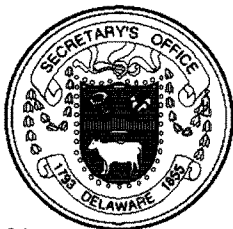
*The First State*

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.

3553568 8100V

091135750

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: 7721378

DATE: 12-24-09

TRADEMARK  
REEL: 004643 FRAME: 0718

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:50 AM 12/24/2009  
FILED 08:50 AM 12/24/2009  
V 091135750 - 3553568 FILE

**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

(Signature Page to the Certificate of Conversion)

# Delaware

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*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 "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.



3553568 8100V

091135750

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: 7721378

DATE: 12-24-09

TRADEMARK  
REEL: 004643 FRAME: 0721

CERTIFICATE OF FORMATION

OF

BIRDS EYE FOODS LLC

This Certificate of Formation of Birds Eye Foods LLC (the "Company"), is being duly executed and filed by Philip R. Russ, 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 Birds Eye Foods LLC.

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

THIRD: The name and address of the registered agent 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 of Birds Eye Foods LLC this 24<sup>th</sup> day of December, 2009.

By:

  
Name: Philip R. Russ  
Title: Authorized Person