

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
Pactiv Corporation		12/14/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Pactiv LLC		
Street Address:	1900 West Field Court		
City:	Lake Forest		
State/Country:	ILLINOIS		
Postal Code:	60045		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	77850680	RCY	
CORRESPONDENCE DATA			
Fax Number:	2124082501		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	212-408-2500		
Email:	nytmdpt@bakerbotts.com		
Correspondent Name:	Baker Botts L.L.P.		
Address Line 1:	30 Rockefeller Plaza		
Address Line 4:	New York, NEW YORK 10112-4498		
ATTORNEY DOCKET NUMBER:	077412.0203		
NAME OF SUBMITTER:	Suzanne M. Hengl		
Signature:	/Suzanne M. Hengl/		
Date:	05/11/2012		

CH \$40.00 77850680

Total Attachments: 6

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Delaware

PAGE 1

The First State

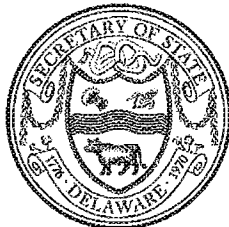
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "PACTIV CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "PACTIV CORPORATION" TO "PACTIV LLC", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF DECEMBER, A.D. 2011, AT 1:20 O'CLOCK P.M.

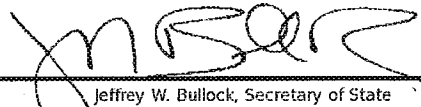
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2011, AT 12:01 O'CLOCK A.M.

0624402 8100V

111340897

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9257606

DATE: 12-27-11

TRADEMARK
REEL: 004677 FRAME: 0802

**CERTIFICATE OF CONVERSION FROM A CORPORATION
TO A LIMITED LIABILITY COMPANY
OF
PACTIV CORPORATION
TO
PACTIV LLC**

This Certificate of Conversion to Limited Liability Company, dated as of December 14, 2011, has been duly executed and is being filed by Pactiv Corporation, a Delaware corporation (the "Company"), to convert the Company to a Delaware limited liability company pursuant to Section 18-214 of the Delaware Limited Liability Company Act.

1. The Company's name immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was Pactiv Corporation.
2. The Company filed its original certificate of incorporation with the Secretary of State of the State of Delaware and was first incorporated on April 19, 1965 in the State of Delaware, and was incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.
3. The name of the Delaware limited liability company into which the Company shall be converted as set forth in its Certificate of Formation is Pactiv LLC.
4. The conversion of the Company to the Delaware limited liability company has been approved in accordance with the provisions of Sections 141(f), 228 and 266 of the General Corporation Law of the State of Delaware.
5. The conversion of the Company to the Delaware limited liability company shall be effective at 12:01 am on December 31, 2011.

[Remainder of the page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Limited Liability Company as of the date first-above written.

PACTIV CORPORATION

By: _____

Name: HELEN GOLDING

Title: Vice President

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 "PACTIV LLC" FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF DECEMBER, A.D. 2011, AT 1:20 O'CLOCK P.M.

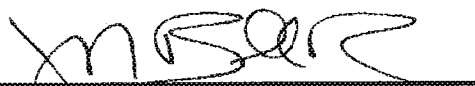
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2011, AT 12:01 O'CLOCK A.M.

0624402 8100V

111340897

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9257606

DATE: 12-27-11

TRADEMARK
REEL: 004677 FRAME: 0806

CERTIFICATE OF FORMATION
OF
PACTIV LLC

This Certificate of Formation of PACTIV LLC (the "Company"), dated on the 14th day of December, 2011, is being duly executed and filed by Helen Dorothy Golding, 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 is Pactiv LLC.

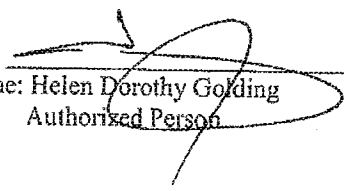
SECOND. The address of the registered office of the Company in the State of Delaware is c/o The Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801.

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

FOURTH. The formation of the limited liability company will be effective at 12:01 am on December 31, 2011.

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

[Remainder of the page intentionally left blank]

By: 
Name: Helen Dorothy Golding
Authorized Person

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