

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: 100

Property Type	Number	Word Mark
Registration Number:	0958255	BERNSTEIN
Registration Number:	1374933	BERNSTEIN'S
Registration Number:	2282610	BERNSTEIN'S
Registration Number:	3370311	BEWELL
Registration Number:	0982708	BIG CHUNK
Registration Number:	0664141	BIRDS EYE
Registration Number:	0664142	BIRDS EYE
Registration Number:	2137971	BIRDS EYE
Registration Number:	3216552	BIRDS EYE CULINARY CUTS
Registration Number:	3098778	BIRDS EYE FOODS
Registration Number:	3673450	BIRDS EYE FRESH
Registration Number:	3122812	BIRDS EYE FRESH TABLE TOPPERS PREMIUM CUT GREEN BEANS WASHED & READY-TO-PREPARE
Registration Number:	1635645	BLEVINS
Registration Number:	0924785	BROCCOLETTES

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TRADEMARK

Registration Number:	1752721	BROOKS
Registration Number:	3496614	BROOKS
Registration Number:	0827236	BROOKS AND FANCIFUL B
Registration Number:	3310061	BUCKEYE
Registration Number:	0957929	C & W
Registration Number:	1275403	C&W CALIFORNIA & WASHINGTON
Registration Number:	3012125	CAN YOU HANDLE THE FLAVOR?
Registration Number:	0833024	CHAMPION
Registration Number:	1469232	COLUMBIA
Registration Number:	0644523	COMSTOCK
Registration Number:	2162115	COMSTOCK
Registration Number:	3470591	CONSISTENTLY WONDERFUL!
Registration Number:	1696277	EARLY HARVEST
Registration Number:	2162146	EARLY HARVEST
Registration Number:	3435650	EL RESTAURANTE
Registration Number:	3098035	ERIN'S GOURMET POPCORN
Registration Number:	3288670	FAMILY SKILLETTS
Registration Number:	1630214	FRESHLIKE
Registration Number:	0872271	FRESHLIKE
Registration Number:	1364719	FRESHLIKE F
Registration Number:	2020238	FRESHLIKE PASTA COMBO'S
Registration Number:	2009560	FRESHLIKE PASTA COMBO'S
Registration Number:	3140689	FRUIT & YOGURT SMOOTHIE MAKERS
Registration Number:	1060422	GLOBE
Registration Number:	3697408	HAWAIIAN
Registration Number:	1752722	
Registration Number:	2173525	HERB GARDEN
Registration Number:	3269413	HERB GARDEN COLLECTION
Registration Number:	2936339	HOODS
Registration Number:	3331698	HOT! LIPS CHIPS
Registration Number:	1507380	HUNGER BLASTER
Registration Number:	1923925	LA RESTAURANTE
Registration Number:	1504147	LA RESTAURANTE
Registration Number:	1713951	LIGHT FANTASTIC
Registration Number:	3256995	LIPS CHIPS

TRADEMARK

REEL: 004795 FRAME: 0915

	2084587	MAKIN' IT EASY
Registration Number:	3101875	MCKENZIE'S SINCE 1946
Registration Number:	2272425	MEALS FOR NOW
Registration Number:	1885116	
Registration Number:	1735056	
Registration Number:	1164796	
Registration Number:	0971966	NALLEY
Registration Number:	1015887	NALLEY
Registration Number:	3427751	NALLEY ELITES
Registration Number:	3426730	NAPA VALLEY INSPIRED
Registration Number:	3493998	NATURALLY GOOD
Registration Number:	3648913	NATURALLY GOOD
Registration Number:	2240123	PASTA COMBO'S
Registration Number:	2134541	PITTSBURGH
Registration Number:	1176391	PIXIE
Registration Number:	1309260	PUFF-N-CORN
Registration Number:	3544592	RESPONSIBLE AGRICULTURE FOR A BETTER TOMORROW
Registration Number:	0964325	RIVIERA
Registration Number:	3270057	SALTY LIPS CHIPS
Registration Number:	3465869	SERVE YOUR FAMILY THE VERY BEST ...
Registration Number:	0873169	SOUTHLAND
Registration Number:	3332103	SPECIALLY SEASONED
Registration Number:	3074878	STEAM & SERVE
Registration Number:	3706258	STEAMFRESH
Registration Number:	3224437	SWEET LIPS CHIPS
Registration Number:	2720688	SWEET 'N SASSY
Registration Number:	2959605	TABLE TOPPERS
Registration Number:	0592509	THANK YOU
Registration Number:	0384355	THANK YOU
Registration Number:	0831933	THANK YOU
Registration Number:	2729973	THANK YOU
Registration Number:	3239089	THE BEST POTATO CHIPS IN THE 'BURGH...PERIOD!
Registration Number:	3130717	THE BIRDS EYE PROMISE: MARKET FRESH TASTE. IT'S IN EVERYTHING WE MAKE.
Registration Number:	3113199	THE ULTIMATE ASIAN BLEND

Registration Number:	3169583	THE ULTIMATE EARLY HARVEST BLEND
Registration Number:	3519847	THE ULTIMATE SOUTHWEST BLEND
Registration Number:	3113198	THE ULTIMATE TUSCAN BLEND
Registration Number:	3154139	TODAY'S HUSMAN'S
Registration Number:	1276456	TROPIC ISLE
Registration Number:	2647535	ULTIMATE PETITE MIXED VEGETABLES
Registration Number:	1849505	VEGETABLE STAND COMBINATIONS
Registration Number:	3293447	VOILA!
Registration Number:	0838014	WEST BAY
Registration Number:	0974665	WEST BAY
Registration Number:	1846888	WHERE OTHERS SKIMP, WE SPLURGE
Registration Number:	1217727	WILDERNESS
Registration Number:	3089631	WILDERNESS
Registration Number:	2721921	WILDERNESS
Registration Number:	3231686	WRAP YOUR LIPS AROUND THESE CHIPS
Registration Number:	1294687	GOLD KING
Registration Number:	0571162	POPS-RITE

CORRESPONDENCE DATA

Fax Number: 2485940610
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 2485940600
Email: tmdocketing@raderfishman.com
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:	67092-999
NAME OF SUBMITTER:	Michael D. Fishman
Signature:	/mdf/
Date:	06/06/2012

Total Attachments: 5
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TRADEMARK
REEL: 004795 FRAME: 0917

Delaware

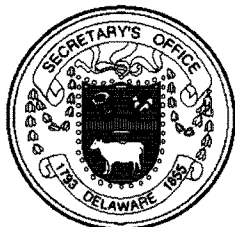
PAGE 1

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.

3553568 8100V

091135750



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7721378

DATE: 12-24-09

TRADEMARK
REEL: 004795 FRAME: 0919

**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

Executive Vice President & Chief Financial Officer

(Signature Page to the Certificate of Conversion)

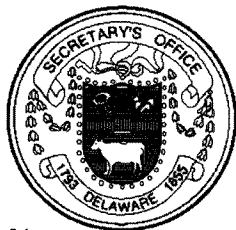
TRADEMARK
REEL: 004795 FRAME: 0921

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7721378

DATE: 12-24-09

TRADEMARK
REEL: 004795 FRAME: 0922

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 24th day of December, 2009.

By:


Name: Philip R. Russ
Title: Authorized Person