

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion of Colorado LLC to Delaware LLC		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Justin's Nut Butter, LLC		10/29/2008	LIMITED LIABILITY COMPANY: COLORADO
<b>RECEIVING PARTY DATA</b>			
Name:	Justin's Nut Butter, LLC		
Street Address:	2438 30th Street		
City:	Boulder		
State/Country:	COLORADO		
Postal Code:	80301		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
Property Type	Number	Word Mark	
Serial Number:	76522364	JUSTIN'S NUT BUTTER	
Serial Number:	77575714	JUSTIN'S	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	7034568100		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	7034568051		
Email:	mobleysg@cooley.com		
Correspondent Name:	Susan Mobley		
Address Line 1:	777 6th St., NW, Suite 1100		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20001		
ATTORNEY DOCKET NUMBER:	316218-20000		
NAME OF SUBMITTER:	Susan Mobley		
Signature:	/Susan Mobley/		

CH \$65.00 76522364

Date:

11/30/2012

**Total Attachments: 4**

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Colorado Secretary of State  
 Date and Time: 10/30/2008 10:20 AM  
 ID Number: 20021173116  
 Document number: 20081573157  
 Amount Paid: \$50.00

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\$50.00

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**Statement of Conversion Converting a Domestic Entity into a Foreign Entity**  
 filed pursuant to § 7-90-201.7 (1) and § 7-90-204.5 of the Colorado Revised Statutes (C.R.S.)

1. For the converting entity, its ID number, entity name, form of entity, jurisdiction under the law of which it is formed, and principal office address are

ID number 20021173116  
*(Colorado Secretary of State ID number)*

Entity name Justin's Nut Butter LLC

Form of entity Limited Liability Company

Jurisdiction Colorado

Principal office street address 409 SPRUCE STREET  
*(Street number and name)*

BOULDER CO 80302  
*(City) (State) (ZIP/Postal Code)*

United States  
*(Province - if applicable) (Country)*

Principal office mailing address \_\_\_\_\_  
*(leave blank if same as street address) (Street number and name or Post Office Box information)*

\_\_\_\_\_  
*(City) (State) (ZIP/Postal Code)*

\_\_\_\_\_  
*(Province - if applicable) (Country)*

2. For the resulting entity, its true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

True name Justin's Nut Butter, LLC

Form of entity Foreign Limited Liability Company

Jurisdiction Delaware

Street address

409 SPRUCE STREET

(Street number and name)

BOULDER

(City)

CO

(State)

80302

(ZIP/Postal Code)

(Province – if applicable)

(Country)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City)

(State)

(ZIP/Postal Code)

(Province – if applicable)

(Country)

3. The converting entity has been converted into the resulting entity pursuant to section 7-90-201.7, C.R.S.

4. (Mark the applicable box and complete the statement. **Caution:** Mark only one box.)

The resulting foreign entity does not maintain a registered agent in this state and service of process may be addressed to the entity and mailed to the principal address pursuant to section 7-90-704 (2), C.R.S.

**OR**

The resulting foreign entity maintains a registered agent to accept service pursuant to section 7-90-204.5, C.R.S. The person appointed as registered agent has consented to being so appointed. Such registered agent's name and address are

Name  
(if an individual)

Gold

(Last)

Justin

(First)

(Middle)

(Suffix)

**OR**

(if an entity)

(Caution: Do not provide both an individual and an entity name.)

Street address

409 Spruce Street

(Street number and name)

Boulder

(City)

CO

(State)

80302

(ZIP Code)

Mailing address

(leave blank, if same as street address)

(Street number and name or Post Office Box information)

(City)

CO

(State)

(ZIP Code)

5. (If applicable, adopt the following statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

6. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document are \_\_\_\_\_.  
(mm/dd/yyyy hour:minute am/pm)

**Notice:**

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This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

7. The true name and mailing address of the individual causing this document to be delivered for filing are

Mack	RoxAnn	D.	
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
Faegre & Benson LLP			
<small>(Street number and name or Post Office Box information)</small>			
1900 Fifteenth Street			
Denver	CO	80302	
<small>(City)</small>	<small>(State)</small>	<small>(ZIP/Postal Code)</small>	
<small>(Province – if applicable)</small>	<small>(Country)</small>		

*(If applicable, adopt the following statement by marking the box and include an attachment.)*

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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**STATEMENT OF CONVERSION  
OF  
JUSTIN'S NUT BUTTER, LLC**

Pursuant to the provisions of § 7-90-201.7 of the Colorado Corporations and Associations Act (the "Act"), this Statement of Conversion is being filed for the purpose of converting Justin's Nut Butter, LLC from a Colorado limited liability company to a Delaware limited liability company.

1. The name of the converting entity is Justin's Nut Butter, LLC, formed as a Colorado limited liability company on June 25, 2002, with principal office address at 409 Spruce Street, Boulder, Colorado 80302.

2. The name of the resulting entity is Justin's Nut Butter, LLC, a Delaware limited liability company, with principal office address at 409 Spruce Street, Boulder, Colorado 80302.

3. The registered agent and registered office address of the resulting entity in Delaware is The Corporation Trust Company, Corporate Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

4. The registered agent and registered office address of the resulting entity in Colorado is Justin Gold, 409 Spruce Street, Boulder, Colorado 80302.

5. The aforesaid conversion was unanimously approved pursuant to a Plan of Conversion submitted to all managers and members of the converting entity pursuant to § 7-90-201.7 of the Act.

6. The converting entity has been converted into the resulting entity pursuant to § 7-90-201.7 of the Act.

\* \* \* \* \*

The name and mailing address of the individual who causes this document to be delivered or filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, is RoxAnn D. Mack, Faegre & Benson LLP, 1900 Fifteenth Street, Boulder, Colorado 80302.

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