

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Certificate of Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Earthgrains Baking Companies, Inc.		12/16/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Earthgrains Baking Companies, LLC
Street Address:	255 Business Center Drive
City:	Horsham
State/Country:	PENNSYLVANIA
Postal Code:	19044
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 31

Property Type	Number	Word Mark
Registration Number:	1960027	
Registration Number:	3668564	ALFARO'S MICRO-BAKERY
Serial Number:	85795387	BREAK CAKE
Registration Number:	2859260	BUTTER-KRUST
Registration Number:	1800215	COOPER'S MILL SPECIALTY BREADS
Registration Number:	0994051	GARDNER'S
Registration Number:	2104907	GRANDMA SYCAMORE'S HOME MAID BREAD
Registration Number:	2218616	GRANDMA SYCAMORE'S HOME MAID BREAD
Registration Number:	1558315	GREAT LAKES
Serial Number:	86005665	HAPPY SNACKING
Registration Number:	1427666	HEINER'S 35 REDUCED CALORIE BREAD VEGETA
Registration Number:	1609256	HEINER'S SUNNY BUNS MADE WITH HONEY
Registration Number:	1933117	LADY KAY
Registration Number:	1199769	MASTER

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TRADEMARK

Registration Number:	3451275	MR. PITA
Registration Number:	2119856	MR. PITA
Registration Number:	2536167	MR. PITA
Serial Number:	85873633	NATURE'S HARVEST
Registration Number:	1228651	NATURE'S HARVEST
Serial Number:	86004404	NATURE'S HARVEST
Registration Number:	3706455	NUTRITIONAL SPOTLIGHT
Registration Number:	3732290	NUTRITIONAL SPOTLIGHT
Serial Number:	85850945	SMART & THIN
Serial Number:	85607965	SMART THINS
Serial Number:	85530933	SO GOOD, IT'S GONE
Registration Number:	4221975	SUNNY BUNS
Registration Number:	4261336	TALL IN TASTE
Registration Number:	1830864	THE FRESHEST OF THE FRESH
Serial Number:	85624799	THE NUTRITION YOU WANT. THE TASTE THEY L
Registration Number:	1296641	WHEAT FIELDS
Registration Number:	3166463	WHOLESOME HEART

CORRESPONDENCE DATA

Fax Number: 3123214200
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 312-321-4200
Email: officeactions@brinksgilson.com
Correspondent Name: Scott J. Slavick
Address Line 1: P. O. Box 10395
Address Line 4: Chicago, ILLINOIS 60610

NAME OF SUBMITTER:	Scott J. Slavick
Signature:	/Scott J. Slavick/
Date:	01/15/2014

Total Attachments: 4
source=DE_Certificate of Conversion of EBC Inc to LLC_12 30 13#page1.tif
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source=DE_Certificate of Conversion of EBC Inc to LLC_12 30 13#page3.tif
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Delaware

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The First State

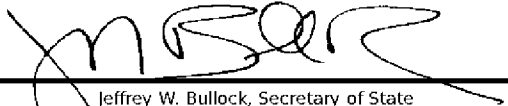
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "EARTHGRAINS BAKING COMPANIES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "EARTHGRAINS BAKING COMPANIES, INC." TO "EARTHGRAINS BAKING COMPANIES, LLC", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF DECEMBER, A.D. 2013, AT 6:49 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF DECEMBER, A.D. 2013, AT 11:59 O'CLOCK P.M.

0241425 8100V

131432384




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1000103

DATE: 12-19-13

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

TRADEMARK
REEL: 005193 FRAME: 0240

CERTIFICATE OF CONVERSION

OF

EARTHGRAINS BAKING COMPANIES, INC.

a Delaware corporation

into

EARTHGRAINS BAKING COMPANIES, LLC

a Delaware limited liability company

The undersigned converting entity certifies the following Certificate of Conversion adopted for the purpose of effecting a conversion in accordance with the Delaware Limited Liability Company Act (the "**DLLCA**") and the Delaware General Corporation Law.

1. The name of the converting entity is Earthgrains Baking Companies, Inc. (the "**Corporation**"), a corporation formed under the laws of the state of Delaware.
2. The date of filing of the Corporation's original Certificate of Corporation with the Delaware Secretary of State is August 14, 1928.
3. The conversion has been approved in accordance with Section 18-214 of the DLLCA.
4. The name of the limited liability company as set forth in the Certificate of Formation is Earthgrains Baking Companies, LLC.
5. This Certificate of Conversion shall become effective at 11:59 p.m. Eastern Standard Time on December 30, 2013.

IN WITNESS WHEREOF, the undersigned has executed this Certificate to be effective as of the date indicated above.

EARTHGRAINS BAKING COMPANIES, INC.

a Delaware corporation



Claudia V. Coscia
Secretary

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 "EARTHGRAINS BAKING COMPANIES, LLC" FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF DECEMBER, A.D. 2013, AT 6:49 O'CLOCK P.M.

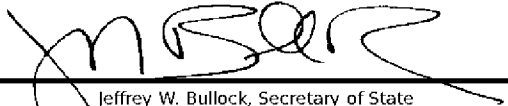
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTIETH DAY OF DECEMBER, A.D. 2013, AT 11:59 O'CLOCK P.M.

0241425 8100V

131432384



You may verify this certificate online
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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1000103

DATE: 12-19-13

TRADEMARK
REEL: 005193 FRAME: 0242

CERTIFICATE OF FORMATION
OF

EARTHGRAINS BAKING COMPANIES, LLC

This Certificate of Formation of Earthgrains Baking Companies, LLC (the "**LLC**"), is being duly executed and filed by Claudia V. Coscia 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:
Earthgrains Baking Companies, LLC
- SECOND.** The address of the registered office of the LLC in the State of Delaware is:
- 1675 South State Street
Suite B
Dover, DE 19901
- THIRD.** The name and address of the registered agent for service of process on the LLC in the State of Delaware are:
- Capitol Services, Inc.
1675 South State Street
Suite B
Dover, DE 19901
- FOURTH.** This Certificate of Formation becomes effective at 11:59 pm EST on December 30, 2013.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of December 16, 2013.



Claudia V. Coscia
Authorized Person