

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|--|---|----------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Conversion to Limited Liability Company | | |
| CONVEYING PARTY DATA | | | |
| | Name | Formerly | Execution Date |
| | Pactiv Corporation | | 12/14/2011 |
| | | | Entity Type |
| | | | 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 |
| | Registration Number: | 2814081 | HEFTY |
| 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: | nytrndpt@bakerbotts.com | | |
| Correspondent Name: | Baker Botts L.L.P. | | |
| Address Line 1: | 30 Rockefeller Plaza | | |
| Address Line 4: | New York, NEW YORK 10112 | | |
| ATTORNEY DOCKET NUMBER: | 077409.0708.03398.MWOODAL | | |
| NAME OF SUBMITTER: | Suzanne M. Hengl | | |
| Signature: | /Suzanne Hengl/ | | |
| Date: | 02/10/2014 | | |
| Total Attachments: 2 source=Pactiv Corp to Pactiv LLC 2 page#page1.tif source=Pactiv Corp to Pactiv LLC 2 page#page2.tif | | | |

CH \$40.00 2814081

**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

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