

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
Elfin Equity Company, L.L.C.		11/20/2003	Limited Liability Company:

RECEIVING PARTY DATA

Name:	Kellogg North America Company
Street Address:	One Kellogg Square
City:	Battle Creek
State/Country:	MICHIGAN
Postal Code:	49016
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 67

Property Type	Number	Word Mark
Registration Number:	2048977	MR. CHEEZ-IT
Registration Number:	2069111	
Registration Number:	2557187	MUNCHEASE
Registration Number:	1681638	MUNCH'EMS
Registration Number:	1413538	MUNCH-ITS
Registration Number:	0998564	MURRAY
Registration Number:	1294747	MURRAY COOKIES
Registration Number:	2411988	OLDE NEW ENGLAND
Registration Number:	1986578	OLDE NEW ENGLAND BRAND PECAN FUDGE BROWNIE WITH PURE CHOCOLATE MORSELS
Registration Number:	1457634	OPERA CREME
Registration Number:	0648660	PECAN SANDIES
Registration Number:	1541752	PECAN SHORTEES
Registration Number:	0818386	PITTER PATTER
Registration Number:	1841965	PRESIDENT BAKING

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Registration Number:	1760101	RAINBOW CHIPS DELUXE
Registration Number:	1961052	READY CRUST
Registration Number:	0985592	READY-CRUST
Registration Number:	2779434	RECIPEBUDDIE
Registration Number:	0848269	REDI-SERVE
Registration Number:	0766034	REGAL
Registration Number:	0853775	ROBERT'S
Registration Number:	0720413	ROBERT'S
Registration Number:	0678550	ROCK'N ROLL
Registration Number:	2208541	
Registration Number:	1409681	SAMOAS
Registration Number:	1794388	SANDIES
Registration Number:	2508116	SEIZE THE CHEESE
Registration Number:	2353868	SHORTEES
Registration Number:	0677428	SMILIN' FRESH
Registration Number:	2139072	SNACKIN' GRAHAMS
Registration Number:	2383260	SNACKITS
Registration Number:	1326232	SOFT BATCH
Registration Number:	2095517	SOPHISTICATES
Registration Number:	2782914	SOUTHERN KITCHEN
Registration Number:	1533479	SOUTHERN RECIPE
Registration Number:	0709731	SUNSHINE
Registration Number:	0869070	SUNSHINE
Registration Number:	0869071	SUNSHINE
Registration Number:	0832624	SUNSHINE
Registration Number:	1395080	SUNSHINE BISCUITS
Registration Number:	0657831	SUNSHINE KRISPY
Registration Number:	1817034	TAGALONGS
Registration Number:	2755929	TAKE-AWAYS
Registration Number:	0688061	TAKE-OUT
Registration Number:	1483714	THE AMERICAN DREAM CONE
Registration Number:	1434870	THE COOKIE & CRACKER PEOPLE
Registration Number:	0980087	THE COOKIE PEOPLE
Registration Number:	1048253	THUMPERS
Registration Number:	2507801	TICKLES!

Registration Number:	1601223	TOASTEDS
Registration Number:	0587813	TOWN HOUSE
Registration Number:	0959987	
Registration Number:	2795833	TROPICALES
Registration Number:	1983764	UNCOMMONLY GOOD
Registration Number:	2744016	UNCOMMONLY SMALL
Registration Number:	1434872	VAN'CHOS
Registration Number:	2323807	VIENNA CREMES
Registration Number:	1559165	VIENNA FINGERS
Registration Number:	0905611	WALDORF
Registration Number:	2782546	WE DON'T FUDGE ON THE FUDGE
Registration Number:	1553952	WHEATABLES
Registration Number:	2473384	WHEATABLES
Registration Number:	2018721	
Registration Number:	2045488	WINGERS
Registration Number:	0776714	YUM YUMS
Registration Number:	0217591	ZESTA
Registration Number:	2380638	ZESTA

CORRESPONDENCE DATA

Fax Number: (248)641-0270
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: gdaurini@hdp.com
 Correspondent Name: Harness, Dickey & Pierce, P.L.C.
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ATTORNEY DOCKET NUMBER:	8951-500036
NAME OF SUBMITTER:	G. D. Aurini

Total Attachments: 1
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**CERTIFICATE OF CONVERSION
OF
ELFIN EQUITY COMPANY, L.L.C.
TO
KELLOGG NORTH AMERICA COMPANY**

The undersigned, desiring to convert from a domestic limited liability company, in accordance with §18-216 of the Delaware Limited Liability Company Act; to a domestic corporation pursuant to §265 of the General Corporation Law of the State of Delaware does hereby certify as follows:

1. Elfin Equity Company, L.L.C., a Delaware limited liability company (the "Other Entity"), filed its Certificate of Formation on June 27, 1997 in the Office of the Secretary of State of Delaware.

2. The name of the Other Entity immediately prior to the filing of this Certificate of Conversion is:

Elfin Equity Company, L.L.C.

3. The name of the corporation to which the Other Entity desires to be converted is:


Kellogg North America Company

4. The effective date of the conversion from a limited liability company to a corporation shall be the date of filing of the Certificate of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the 12th day of November, 2003.

ELFIN EQUITY COMPANY, L.L.C.

By: ~~Keebler Company~~
Its: ~~Managing Member~~

By: 
Joel R. Wittenberg
Its Vice President