

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

FORM PTO-1594 (Modified) (Rev. 6-93) OMB No. 0661-0011 (exp. 4/94) Copyright 1994-97 LegalStar TMO5/REV03

DUPLICATE NO.

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Marigold Foods, Inc.

- Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State Delaware
Other

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: Marigold Foods, LLC

Internal Address:

Street Address:

City: State: ZIP:

- Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
[X] Other Delaware Limited Liability Company

If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document from Additional name(s) & address(es) Yes No

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
[X] Other Correction of Change of Name for Reel/Frame Nos.

2381/0051 and 2510/0761 to "Conversion"
Execution Date: September 25, 2001

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

See attached Exhibit A

B. Trademark Registration No.(s)

Additional numbers Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Scott P. Sullivan

Internal Address:

Fredrikson & Byron, P.A.

Street Address: 4000 Pillsbury Center

200 South Sixth Street

City: Minneapolis State: MN ZIP: 55402

6. Total number of applications and registrations involved:

30

7. Total fee (37 CFR 3.41): \$ 765.00

- Enclosed
[X] Authorized to be charged to deposit account

8. Deposit account number:

061910

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Patricia A. Larson

Name of Person Signing

Signature

4/7/2003

Date

700027579

Total number of pages including cover sheet, attachments, and

TRADEMARK

REEL: 002634 FRAME: 0421

EXHIBIT A

Serial Nos.
75/464,392
75/464,393
73/406,509
76/236,361
76/255,434
75/468,290
74/006,659
74/161,557
73/402,409
73/684,739
73/195,876
73/684,801
73/684,738
75/202,466
73/402,417
74/161,556
75/502,275
75/611,602
73/798,085
75/236,603
76/236,357
76/237,186
76/056,464
76/056,542
76/251,880
74/694,880
74/027,880
74/216,585
78/046,579
74/161,555

CERTIFICATE OF CONVERSION
OF
MARIGOLD FOODS, INC.

THIS Certificate of Conversion of MARIGOLD FOODS, INC., dated as of this 25th day of September 2001, has been duly executed and is being filed by an authorized person to convert a corporation to a limited liability company pursuant to Section 266 of the Delaware General Corporation Law, as amended from time to time and Section 18-214 of the Delaware Limited Liability Company Act, as amended from time to time.

1. The name of the Corporation is MARIGOLD FOODS, INC. The name under which the corporation was originally incorporated is KW SUBSIDIARY, INC.

2. The date on which the original Certificate of Incorporation was filed with the Secretary of State is August 21, 1978.

3. The name of the limited liability company into which the corporation is herein being converted is MARIGOLD FOODS, LLC.

4. The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law, as amended from time to time.

By


Name: James B. Green

Title: Authorized Person

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:45 AM 09/25/2001
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