

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM357470

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MOM Brands Company		09/29/2015	CORPORATION: MINNESOTA
RECEIVING PARTY DATA			
Name:	MOM Brands Company, LLC		
Street Address:	20802 Kensington Blvd.		
City:	Lakeville		
State/Country:	MINNESOTA		
Postal Code:	55044		
Entity Type:	LIMITED LIABILITY COMPANY: MINNESOTA		
PROPERTY NUMBERS Total: 177			
Property Type	Number	Word Mark	
Serial Number:	85058512	75% LESS PACKAGING. 100% SMARTER.	
Serial Number:	86515235	A FRESH VOICE IN A TIRED CATEGORY	
Serial Number:	77232275	ABUNDANCE	
Serial Number:	85938396	ALOT'A DOTS	
Serial Number:	75445251	APPLE CRUNCHIES	
Serial Number:	75456725	APPLE ZINGS	
Serial Number:	77885165	BAG THE BOX	
Serial Number:	85552383	BAG THE BOX BAGTHEBOX.COM	
Serial Number:	85552386	BAG THE BOX BAGTHEBOX.COM	
Serial Number:	85053658	BAG THE BOX COM	
Serial Number:	75245401	BALANCE	
Serial Number:	77838928	BEAR RIVER VALLEY	
Serial Number:	86612792	BERRY BUNCH CRUNCH	
Serial Number:	75004076	BERRY COLOSSAL CRUNCH	
Serial Number:	75088747	BERRY CRAZY CRUNCH	
Serial Number:	75486519	BETCHA CAN'T TASTE THE DIFFERENCE	
Serial Number:	77815226	BETTEROATS	
Serial Number:	85562006	BETTER WAYS TO MAKE A BETTER BREAKFAST A	
Serial Number:	78581711	BLENDERS	

CH \$4440.00 85058512

Property Type	Number	Word Mark
Serial Number:	78464484	BLUEBERRY CRUNCH
Serial Number:	77591141	BLUEBERRY MUFFIN SQUARES
Serial Number:	85717936	BUNDLES
Serial Number:	85681157	BUNUELITOS
Serial Number:	77869965	CALICO BUNCH CRUNCH
Serial Number:	85910694	CAMPSITE CRUNCH
Serial Number:	77866038	CANYON CREEK CRUNCH
Serial Number:	85394429	CARAMEL PECAN JOY
Serial Number:	86365733	CEREAL CENTRAL
Serial Number:	78863478	CEREAL SNACKERS
Serial Number:	77155696	CHEERFUL CHOCOLATE
Serial Number:	85938407	CHEERFUL CHOCOLATE
Serial Number:	85476263	CHOCO CHOMP
Serial Number:	77113617	CHOCOLATE MARSHMALLOW MATEYS
Serial Number:	85410481	CHOCOLATEY CHERRY JUBILATION
Serial Number:	86632902	CHOCO-MALLOW MASTER
Serial Number:	77762242	CHOICE OF A NEW GENERATION
Serial Number:	77936426	CINNAMON BLISS
Serial Number:	77869958	CINNAMON STREUSEL SQUARES
Serial Number:	77567867	CINNAMON SWEETS
Serial Number:	77866047	CINNAMON TRACKERS
Serial Number:	76074956	CINNI-MINI CRUNCH
Serial Number:	85688673	CO CO WHEATS
Serial Number:	85309419	CO CO WHEATS
Serial Number:	86196343	COCOA BITES
Serial Number:	74466468	COCOA COMETS
Serial Number:	75626946	COCOA DYNO-BITES
Serial Number:	85394428	COCOA MINT DREAM
Serial Number:	75570470	COCOA RAGEOUS
Serial Number:	85394422	COCOA RASPBERRY TEMPTATION
Serial Number:	85612887	COCOA SWEETS
Serial Number:	74445967	COCO-ROOS
Serial Number:	74691886	COLOSSAL CRUNCH
Serial Number:	86601033	COOKIE DOUGH-LICIOUS
Serial Number:	77199177	COOL BLUE LI'L OATY
Serial Number:	76000386	COOL BLUE & LI' L OATY
Serial Number:	74488061	CORN BURSTS
Serial Number:	86466281	CRACKLING COCOA CRISPS

Property Type	Number	Word Mark
Serial Number:	86466284	CRACKLING FRUIT CRISPS
Serial Number:	75019209	CRAZY CRUNCH
Serial Number:	86453507	CRISPITOS
Serial Number:	85526857	CRISPY COCOA RICE
Serial Number:	77603854	DITCH THE BOX AND SAVE A TREE
Serial Number:	85394417	DOUBLE ALMOND DELIGHT
Serial Number:	85956703	DOUBLY FUDGY BROWNIES
Serial Number:	86512571	DRAGON ADVENTURE CRUNCH
Serial Number:	86592252	DRAGONBERRY
Serial Number:	78714172	DYNO-BITES
Serial Number:	85938411	EXTRAORDINARY VANILLA
Serial Number:	85938415	FANTASTIC FUDGY BROWNIES
Serial Number:	74368109	FARINA CREAMY HOT WHEAT CEREAL
Serial Number:	74463401	FARINA MILLS
Serial Number:	86506171	FLAVOR NATION
Serial Number:	86626606	FRESH VOICE
Serial Number:	77166031	FROSTED FLAKERS
Serial Number:	74155321	FROSTED FRUIT O'S
Serial Number:	74421853	FROSTED FRUIT O'S
Serial Number:	75025039	FROSTED MINI SPOONERS
Serial Number:	77870021	FROSTED WHEAT BISCUITS
Serial Number:	75025043	FROSTED WHEAT-FULS
Serial Number:	73831008	FRUIT & FROSTED O'S
Serial Number:	75570578	FRUIT RAGEOUS
Serial Number:	74722644	FRUITANGY O'S
Serial Number:	86196340	FRUITY BITES
Serial Number:	75536990	FRUITY DYNO-BITES
Serial Number:	74503563	GOLDEN CORN NUGGETS
Serial Number:	86196344	GOLDEN HONEY PUFFS
Serial Number:	74404645	GOLDEN PUFFS
Serial Number:	85406906	GREENEST CLASSROOM
Serial Number:	85406911	GREENEST CLASSROOM CONTEST
Serial Number:	75245542	HEARTY START
Serial Number:	75662191	HEARTY TRADITIONS
Serial Number:	78820893	HONEY & OAT MIXERS
Serial Number:	86196341	HONEY BITES
Serial Number:	75346234	HONEY BUZZERS
Serial Number:	77936424	HONEY GRAHAM BLISS

Property Type	Number	Word Mark
Serial Number:	77869972	HONEY GRAHAM CRISP
Serial Number:	85511752	HONEY GRAHAM CRUNCH
Serial Number:	77866043	HONEY GRAHAM TRACKERS
Serial Number:	76485554	HONEY GRAHAMS
Serial Number:	77869961	HONEY KISSED WHEAT PUFFS
Serial Number:	77869971	HONEY NUT HARVEST O'S
Serial Number:	77866042	HONEY NUT ROUNDERS
Serial Number:	77936414	HONEY OAT MEDLEY
Serial Number:	77567857	HONEY OATIES
Serial Number:	77936420	HONEY PUFFED DELIGHT
Serial Number:	77109236	HONEY-FUL WHEAT
Serial Number:	77567853	HONEY'N OATS
Serial Number:	77415311	I OATS
Serial Number:	77851552	ISABEL'S WAY
Serial Number:	77658193	LAVISH
Serial Number:	85018282	M
Serial Number:	77048577	MALLOW-OATS
Serial Number:	85526930	MALT O MEAL CEREALS
Serial Number:	71081527	MALT-O-MEAL
Serial Number:	77004613	MALT-O-MEAL
Serial Number:	78379087	MALT-O-MEAL MEANS MORE
Serial Number:	77866040	MARSHMALLOW AVALANCHE
Serial Number:	77869968	MARSHMALLOW FIELDS
Serial Number:	74446324	MARSHMALLOW MATEYS
Serial Number:	85193238	MARSHMALLOW MINI'S
Serial Number:	77936408	MARSHMALLOW MOMENT
Serial Number:	77567856	MARSHMALLOW OATIES
Serial Number:	86417970	MARSHMALLOW SAFARI
Serial Number:	74378733	MARSHMALLOW TREASURES
Serial Number:	85956705	MARVELOUS CHOCOLATE CHUNK
Serial Number:	78714296	MATEYS
Serial Number:	77899329	MEASURING CUP POUCH
Serial Number:	85814490	MIGHTY CRUNCH
Serial Number:	77731814	MILLION BOWLS
Serial Number:	77603855	
Serial Number:	77505673	MMM...MUFFINS
Serial Number:	85161176	MOM BRANDS
Serial Number:	86440026	MOM CEREALS

Property Type	Number	Word Mark
Serial Number:	86731708	MOM PRIVATE BRANDS
Serial Number:	86731714	MOM PRIVATE BRANDS
Serial Number:	78510878	MOM'S BEST
Serial Number:	86440032	MOM'S CEREALS
Serial Number:	85739961	MORE FOR THE MONEY
Serial Number:	78348200	MUFFIN TOPS
Serial Number:	77037002	NATURALLY NORA
Serial Number:	77649098	OAT FIT
Serial Number:	77505668	OAT REVOLUTION
Serial Number:	77430389	OATHEADS
Serial Number:	77083810	OATS & HONEY BLEND
Serial Number:	86598129	OGRE APPLE CINNAMON
Serial Number:	86512580	OGRE O'S
Serial Number:	86512575	OPERATION CHOCOLATE MIX
Serial Number:	86558654	POWER CRUNCH
Serial Number:	85750629	RANDOLPH COUNTY INSTANT GRITS ENRICHED W
Serial Number:	77609524	RAW PURE & SIMPLE
Serial Number:	78886049	REAL DEAL
Serial Number:	85910698	SAFARI COCOA CRUNCH
Serial Number:	77209672	SALLY'S
Serial Number:	78443903	SCOOTERS
Serial Number:	85277104	SCRUMPTIOUS
Serial Number:	85580188	SCRUMPTIOUS SPLENDID CEREALS
Serial Number:	77680269	SIMPLE GOODNESS
Serial Number:	77869962	SIMPLE WHEAT BISCUITS
Serial Number:	86512572	S'MORES JUNGLE PARTY
Serial Number:	85938406	SPECTACULAR SUGAR COOKIES
Serial Number:	78443957	SPOONERS
Serial Number:	77155063	SUNNY YELLOW
Serial Number:	77567863	SWEET WHEAT
Serial Number:	77936411	SWEET WHEAT BUNDLES
Serial Number:	85629191	THE CREAMY HOT CEREAL WITH THE COCOA TRE
Serial Number:	77550612	THREE SISTERS
Serial Number:	77083809	TOASTED CINNAMON SQUARES
Serial Number:	77933518	TOASTED TUMBLE WHEATS
Serial Number:	78340069	TOASTERS
Serial Number:	73054973	TOASTY O'S
Serial Number:	73715887	TOOTIE FRUITIES

Property Type	Number	Word Mark
Serial Number:	86451989	TROPICAL CRISPITOS
Serial Number:	85410478	TRUE BLUEBERRY DUET
Serial Number:	85237969	TUMBLE WHEATS
Serial Number:	78897313	WHEAT-FULS
Serial Number:	77936407	WHOLE WHEAT BUNDLES
Serial Number:	85443593	ZIP. ZIP. YUM.

CORRESPONDENCE DATA

Fax Number: 3146673633
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.
Phone: 314-552-6000
Email: ipdocket@thompsoncoburn.com
Correspondent Name: Thomas A. Polcyn
Address Line 1: One US Bank Plaza
Address Line 2: Thompson Coburn LLP
Address Line 4: St. Louis, MISSOURI 63101

ATTORNEY DOCKET NUMBER:	60337-148213
NAME OF SUBMITTER:	Thomas A. Polcyn
SIGNATURE:	/thomas a. polcyn/
DATE SIGNED:	10/05/2015

Total Attachments: 8
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source=MOM Brands Company-MN-Conversion#page2.tif
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**Office of the Minnesota Secretary of State
Certificate of Conversion**

I, Steve Simon, Secretary of State of Minnesota, certify that: the documentation required to effectuate a conversion by the entity listed below from the law under which the entity was previously governed to the law under which it is governed after the issuance of this certificate, on the date listed and has been approved pursuant to the procedures required in the chapter indicated.

Conversion Filed Pursuant to Minnesota Statutes, Chapter: 302A

Home Jurisdiction and Name of Converting Entity:

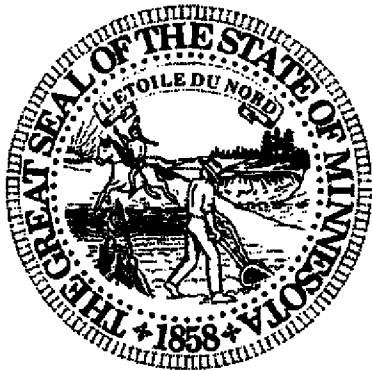
Minnesota: MOM Brands Company

After Conversion, Entity is governed by Minnesota statutes, Chapter:
322C

Home Jurisdiction and Name of Entity after the Effective Date of Conversion:

Minnesota: MOM Brands Company, LLC

This Certificate has been issued on: 09/29/2015



Steve Simon

Steve Simon
Secretary of State
State of Minnesota

Office of the Minnesota Secretary of State Certificate of Organization

I, Steve Simon, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

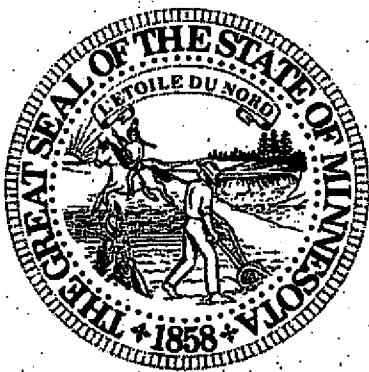
The business entity is now legally registered under the laws of Minnesota.

Name: MOM Brands Company, LLC

File Number: 84431000053

Minnesota Statutes, Chapter: 322C

This certificate has been issued on: 09/29/2015



Steve Simon

Steve Simon
Secretary of State
State of Minnesota

D-485



**ARTICLES OF CONVERSION
OF
MOM BRANDS COMPANY
INTO
MOM BRANDS COMPANY, LLC**

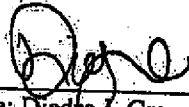
September 29, 2015

These Articles of Conversion relate to the conversion of MOM Brands Company, a Minnesota corporation organized under Chapter 302A of the Minnesota Statutes, into MOM Brands Company, LLC, a Minnesota limited liability company organized under the Chapter 322C of the Minnesota Statutes, as is required by Sections 302A.686 and 322C.1009 of the Minnesota Statutes:

1. Attached hereto as Exhibit A is a copy of the Plan of Conversion of MOM Brands Company into MOM Brands Company, LLC (the "Plan").
2. The name of the converting organization is MOM Brands Company, a Minnesota corporation (the "Converting Organization"), and the name to which the Converting Organization is to be changed is MOM Brands Company, LLC, a Minnesota limited liability company (the "Converted Organization").
3. The Converted Organization will be a limited liability company governed under Chapter 322C of the Minnesota Statutes.
4. The conversion contemplated by these Articles of Conversion will be effective at 12:01am Minnesota time on October 1, 2015.
5. The Plan was approved by all of the directors and all of the shareholders of the Converting Organization in accordance with Section 302A.684 of the Minnesota Statutes pursuant to a joint-written consent dated as of the date hereof and adopted in accordance with Sections 302A.239 and 302A.441 of the Minnesota Statutes.
6. Attached hereto as Exhibit B is a copy of the Articles of Organization of the Converted Organization.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Conversion as of the date first written above.

MOM BRANDS COMPANY

By: 
Name: Diedre J. Gray
Its: Secretary

Signature Page to Articles of Conversion

TRADEMARK

REEL: 005637 FRAME: 0908

Exhibit A to the ARTICLES OF CONVERSION

**PLAN OF CONVERSION
FOR THE CONVERSION
OF
MOM BRANDS COMPANY
INTO
MOM BRANDS COMPANY, LLC**

This PLAN OF CONVERSION (this "Plan"), pursuant to Sections 302A.682 and 322C.1007 of the Minnesota Statutes, sets forth and accounts for the conversion MOM Brands Company, a Minnesota corporation, into MOM Brands Company, LLC, a yet to be formed Minnesota limited liability company.

1. **Name of Converting Organization.** The name of the converting organization is MOM Brands Company, a Minnesota corporation formed under Chapter 302A of the Minnesota Statutes (the "Converting Organization").
2. **Name of Converted Organization.** The name of the converted organization is MOM Brands Company, LLC (the "Converted Organization").
3. **Form of Converted Organization.** The Converted Organization will be a limited liability company governed under Chapter 322C of the Minnesota Statutes.
4. **Terms and Conditions of Proposed Conversion.** The terms and conditions of the proposed conversion are as follows:
 - a. **Effective Date of Conversion.** The "Effective Date" of the Conversion will be October 1, 2015, and the Conversion will become effective at 12:01am Minnesota time on October 1, 2015. The Converting Organization will be converted into the Converted Organization on and as of the Effective Date.
 - b. **Governing Laws; Articles of Organization.** The Articles of Organization of MOM Brands Company, LLC, attached to these Articles of Conversion as Exhibit B and incorporated by reference herein, will be the Articles of Organization of the Converted Organization as of the Effective Date of the Conversion and will supersede the Articles of Incorporation of the Converting Organization.
5. **Management; Bylaws; Governors and Officers.** At the Effective Date:
 - a. **Bylaws.** The Bylaws of the Converting Organization will be cancelled.
 - b. **Operating Agreement.** The sole member of the Converted Organization will adopt an operating agreement (as that term is defined in Chapter 322C of the Minnesota Statutes).
 - c. **Board of Governors.** The directors of the Converting Organization holding office immediately before the Effective Date shall constitute the board of governors of the Converted Organization and, subject to the authority of the Converted Organization's members, will hold such governor positions until their successors are duly elected and qualified.

- d. Officers. The officers of the Converting Organization holding office immediately before the Effective Date shall be removed and the initial officers named in the operating agreement adopted by the Converted Organization's sole member shall be the officers of the Converted Organization from and after the Effective Date and, subject to the authority of the Converted Organization's board of governors, will hold such officer positions until their successors are duly elected and qualified.
6. Conversion of Shares into Membership Interests. At the Effective Date, 100% of the issued and outstanding capital stock of the Converting Organization will be converted into 100% of the membership interests in the Converted Organization. No shares of the Converting Organization's common stock issued and outstanding at the Effective Date will remain as a result of the Conversion.
7. Effect of the Conversion. At the Effective Date of the Conversion, the Converted Organization will succeed to and will possess and enjoy all the rights, privileges, immunities, powers and franchises, both of a public and private nature, of the Converting Organization, and all property, real, personal, and mixed, including patents, trademarks, tradenames, and all debts due to the Converting Organization on whatever account, for stock subscriptions as well as for all other things in action or all other rights belonging to said organization; and all said property, rights, privileges, immunities, powers and franchises, and all and every other interest will be thereafter the property of the Converted Organization as effectively as they were of the Converting Organization, and the title of any real estate vested by deed or otherwise in Converting Organization will not revert or be in any way impaired by reason of the Conversion; provided, however, that all rights of creditors and all liens upon any property of the Converting Organization will be preserved unimpaired, limited in lien to the property affected by such liens prior to the Effective Date of the Conversion, and all debts, liabilities, and duties of said Converting Organization will attach to the Converted Organization and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted in the first instance by the Converted Organization.
8. Accounting Matters. The assets and liabilities of the Converting Organization as of the Effective Date of the Conversion will be taken up on the books of the Converted Organization at the amounts at which they were carried at that time on the books. The accounting procedures and depreciation schedules and procedures of the Converting Organization will be the procedures and schedules of the Converted Organization.
9. Filing of Plan of Conversion. Upon adoption and approval of the Plan by all the members of the Board of Directors and all of the shareholders of the Converting Organization in accordance with Section 302A.684 of the Minnesota Business Corporation Act, the Articles of Conversion will be executed and delivered to the Secretary of State of the State of Minnesota for filing as provided by the Minnesota Business Corporation Act. The Converted Organization will also cause to be performed all necessary acts within the State of Minnesota and elsewhere to effectuate the Conversion.

* * *

Exhibit B to the ARTICLES OF CONVERSION

**ARTICLES OF ORGANIZATION
OF
MOM BRANDS COMPANY, LLC**

The undersigned organizer, being a natural person at least eighteen (18) years old, in order to form a limited liability company under Chapter 322C of the Minnesota Statutes, hereby adopts the following Articles of Organization:

**ARTICLE I
Name**

The name of the limited liability company is MOM Brands Company, LLC, referred to in these Articles of Organization as the "Company."

**ARTICLE II
Registered Office and Agent**

The street address of the registered office of the Company is 5200 Willson Road #150, Edina, Minnesota 55424. The Company's agent appointed to accept service of process at that address is Corporate Creations Network Inc.

**ARTICLE III
Organizer**

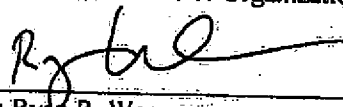
The name and street address of the organizer of this Company is Ryan R. Woessner, 2200 Wells Fargo Center, 90 South Seventh Street, Minneapolis, Minnesota 55402.

**ARTICLE IV
Effectiveness**

These Articles of Organization shall be effective as of 12:01am Minnesota time on October 1, 2015.

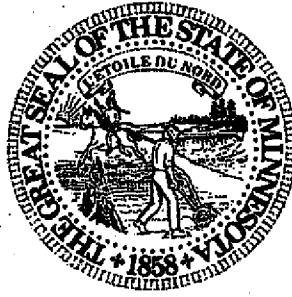
* * *

IN WITNESS WHEREOF, the organizer has executed these Articles of Organization on this 29th day of September, 2015.

By: 
Name: Ryan R. Woessner
Its: Sole Organizer

TRADEMARK

REEL: 005637 FRAME: 0911



File Numbers

84431000003

D-485

84431000053

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED

9/29/2015 11:59:00 PM

Steve Simon

Steve Simon
Secretary of State