

REC

11-16-1998

HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

11.9.98



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Tab settings

To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies):

BDI Acquisition Co.
3600 N. River Road
Franklin Park, IL 60131

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 10/22/98

2. Name and address of receiving party(ies)

Name: Barber Dairies, Inc.

Internal Address:

Street Address: 3600 N. River Road

City: Franklin Park State: IL ZIP: 60131

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

74/573,023
75/137,784
74/573,017

B. Trademark Registration No.(s)

1,232,915 1,228,626
1,232,914 2,138,278
1,540,694

Additional numbers attached? Yes No

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

Name: Lynn B. Wisser

Internal Address:

Dean Foods Company

Street Address: 3600 N. River Road

City: Franklin Park State: IL ZIP: 60131

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41).....\$ 215.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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.

Lynn B. Wisser
Name of Person Signing

Lynn B. Wisser
Signature

11-5-98
Date

Total number of pages including cover sheet, attachments, and document: 4

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11-5-98
01 FC:441
02 FC:442

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BDI ACQUISITION CO.", CHANGING ITS NAME FROM "BDI ACQUISITION CO." TO "BARBER DAIRIES, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF OCTOBER, A.D. 1998, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2845808 8100

981408953

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9374286

DATE: 10-27-98

TRADEMARK
REEL: 1812 FRAME: 0969

STATE OF DELAWARE

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
BDI ACQUISITION CO.

BDI Acquisition Co., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation by the unanimous written consent of its members, filed with the minutes of the board, duly adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:

RESOLVED, that the Certificate of Incorporation of this Corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"The name of the corporation is **Barber Dairies, Inc.** (hereinafter called the "Corporation")."

SECOND: That thereafter, the amendment was approved by written consent of the Corporation's sole shareholder.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said Corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed by William R. McManaman, Vice President, and an Authorized Officer of the Corporation, this 20th day of October, 1998.

BDI ACQUISITION CO.

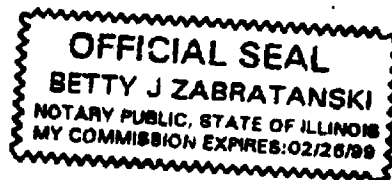


William R. McManaman, Vice President

SUBSCRIBED and SWORN to before me
this 20th day of October, 1998.



Betty J. Zabratanski, Notary Public - My Commission Expires 2/26/99



inc/artamend.



November 5, 1998

"Box Assignments"

Assistant Secretary and
Commissioner of Patents and Trademarks
Washington, D.C. 20231
Attn: Assignment Division

Re: Recordation of the Change of Name of BDI Acquisition Co.
("BDI") to Barber Dairies, Inc. ("Barber")

Dear Sir:

Enclosed for recordation, in accordance with Rule 2.185(a) of the Trademark Rules of Practice and 501.01 of the Trademark Manual of Examining Procedure, is a copy of the Change of Name of BDI to Barber. BDI is a Delaware corporation located and doing business at 3600 North River Road, Franklin Park, Illinois 60131.

We request that the Change of Name submitted herewith be indexed against the following trademark applications and registrations:

| <u>Trademark</u> | <u>Registration No.</u> | <u>Date Issued</u> |
|------------------------|-------------------------|--------------------|
| BARBER'S AND DESIGN | 1,232,915 | March 29, 1983 |
| BARBER'S PURETEST MILK | | |
| ICE CREAM AND DESIGN | 1,232,914 | March 29, 1983 |
| CALCIUM PLUS | 1,540,694 | May 23, 1989 |
| LIGHT STYLE AND DESIGN | 1,228,626 | February 22, 1983 |
| VINTAGE GOURMET | 2,138,278 | February 24, 1998 |
| | | |
| <u>Trademark</u> | <u>Application No.</u> | <u>Date Filed</u> |
| A.M. EXTRA | 74/573,023 | September 13, 1994 |
| BELLA BOYS | 75/137,784 | July 22, 1996 |
| BETTERMILK AND DESIGN | 74/573,017 | September 13, 1994 |

CORPORATE OFFICES
DEAN FOODS COMPANY
3600 N. RIVER ROAD
FRANKLIN PARK, IL 60131-2185
(847) 678-1680