

08-16-2001

Docket No.:



101812658

Tab settings

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

1. Name of conveying party(ies):

DIFCAL CORPORATION

8-9-01

- Individual(s)
- General Partnership
- Corporation-State California
- Other

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

3. Nature of conveyance:

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

Execution Date: February 27, 1997

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

Name: MID-AMERICA DAIRYMEN, INC.

Internal Address:

Street Address: 3253 East Chestnut Expressway

City: Springfield State: MO ZIP: 65802

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership

Corporation-State Kansas

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 registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,392,529	1,504,160	1,550,320
1,504,159	1,505,018	1,597,649

Additional numbers attached? Yes No

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

Name: Robert D. Hovey

Internal Address: Hovey, Williams, Timmons & Collins

Street Address: 2405 Grand Blvd., Suite 400

City: Kansas City State: MO ZIP: 64108

6. Total number of applications and registrations involved:.....

6

7. Total fee (37 CFR 3.41):.....\$ 165.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

19-0522

08/15/2001 DBYRNE 00000142 1392529

01 FC:481 40.00 00
02 FC:482 125.00 00

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.

Robert D. Hovey

Name of Person Signing

Signature

8-6-01

Date

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

9



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

NOV 17 2000



Bill Jones
 Secretary of State

Secretary of State

TRADEMARK

D539963

FILED

12/19/97

CERTIFICATE OF OWNERSHIP

FEB 28 1997

OF

DIFCAL CORPORATION
(a California Corporation)

INTO

MID-AMERICA DAIRYMEN, INC.
(Incorporated under the laws of the State of Kansas)

Gerald L. Bos and David Geisler are the Vice President, Finance and Assistant Secretary, respectively, of Mid-America Dairymen, Inc., incorporated under the laws of the State of Kansas, and do hereby certify as follows:

1. The name of the parent corporation, which is incorporated in the State of Kansas and qualified to do business in the State of California, and which is to be the surviving corporation under the merger herein, is Mid-America Dairymen, Inc. (the "Corporation").
2. The name of the subsidiary corporation, which is incorporated in the State of California, and which is to be the disappearing corporation under the merger herein, is Difcal Corporation ("Difcal").
3. The Corporation owns 100% of the outstanding shares of Difcal.
4. The following is a copy of the resolution to merge Difcal into the Corporation as adopted and approved by the Board of Directors of the Corporation:

"IT IS HEREBY RESOLVED:

(i) Mid-America Dairymen, Inc. (hereinafter, "Corporation"), which is organized and incorporated in the State of Kansas and qualified to do business in the State of California and is the owner of all of the outstanding shares of Difcal Corporation (hereinafter, "Difcal"), which is a corporation organized and incorporated in the State of California, does hereby merge Difcal into the Corporation pursuant to the provisions of the General Corporation Law of the State of California and applicable laws of the State of Kansas and does hereby assume all of the liabilities of Difcal;

(ii) Difcal shall be the disappearing corporation upon the effective date of the merger pursuant to the provisions of the General Corporation Law of the State of California and the Corporation shall continue its existence as the

surviving corporation pursuant to the provisions of applicable law:

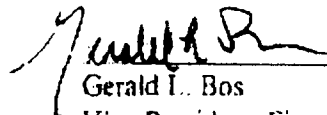
(iii) The issued shares of Difcal shall not be converted in any manner nor shall any cash or other consideration be paid or delivered therefore, inasmuch as the Corporation is the owner of all outstanding shares of Difcal, but each such share which is issued as of the effective date of the merger shall be surrendered and extinguished.

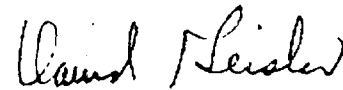
(iv) The Board of Directors and the proper officers of the Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the merger herein provided for, and

(v) The merger herein provided for shall become effective as provided by applicable law."

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: February 27, 1997


Gerald L. Bos
Vice-President, Finance


David Geisler
Assistant Secretary



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
PO BOX 942857
SACRAMENTO, CA 94257-0541

TAX CLEARANCE CERTIFICATE

February 7 1997

EXPIRATION DATE: May 15, 1997

LAW OFFICES OF JEFFREY A ROBINSON
ATTN: JEFFREY A ROBINSON
2301 DUPONT DRIVE
SUITE 530
IRVINE CA 92612-0000

ISSUED TO: DIFCAL CORPORATION
Entity ID 1864828

This is to certify that all taxes imposed under the Bank and Corporation Tax Law on this corporation have been paid, assumed, or are secured by other means.

If a final return has not been filed, one should be filed within two months and 15 days after the close of the month in which the dissolution or withdrawal takes place. If the corporation was inactive, a statement to that effect should be attached to the tax forms. All returns remain subject to audit until the expiration of the normal statutory period. Failure to file required returns may result in additional assessments.

A copy of this Tax Clearance Certificate has been sent to the Office of the the Secretary of State. This original Tax Clearance Certificate may be retained in the files of the corporation.

By the Expiration Date noted above, this corporation must have filed the documents required by the Secretary of State to dissolve, withdraw or merge. Requests for the appropriate documents must be directed to: Office of the Secretary of State at 1500 11th Street, 3rd Floor, Sacramento CA. 95814, or by telephone, (916) 657-5448.

NOTE: If the required documents are not filed with the Secretary of State prior to the Expiration Date noted above, the corporation will remain subject to the filing requirements of the Bank and Corporation Tax Law.

By M. Hermansen
Special Audit Unit
Corporation Audit Section
Telephone (916) 845-4124



COPY

AGREEMENT OF MERGER

Pursuant to the provisions of the Kansas Cooperative Marketing Act (the "Act"), the undersigned certify and agree as follows:

1. The names of the corporations merging are:

Mid-America Dairymen, Inc., 0701 03-03-1997 08:41:59
a Kansas cooperative marketing association ("parent") 6837
and 53 CORPORATION CHANGE 20.00

Difcal Corporation,
a California corporation ("subsidiary").

2. The parent owns 100% of the issued and outstanding stock of the subsidiary.

3. The subsidiary shall be merged into the parent pursuant to Kansas Statutes Annotated § 17-1638 and § 17-1637(g), with the parent being the surviving corporation.

4. The parent's Board of Directors have approved this Agreement of Merger on in accordance with the Act and the Law.

5. In the merger, the issued and outstanding stock of the subsidiary shall be canceled with no compensation therefor. The issued and outstanding equity of the parent shall be unaffected by the merger.

6. The Articles of Incorporation of the parent shall not be amended in the merger.

7. The merger shall be effective upon the close of business on February 28, 1997.

FILED
SECRETARY OF STATE
KANSAS
97 FEB 28 PM 2 46

BAC

Dated this 27th day of February, 1996. 2 0 0 0 0 2 2 7

MID-AMERICA DAIRYMEN, INC

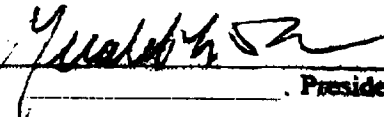
(SEAL)

By: 
Gerald Bos
Corporate Vice President

Attest: 
Assistant Secretary

DIPCAL CORPORATION

(SEAL)

By: 
President

Attest: David G. Simon
Secretary

SECRETARY'S CERTIFICATE

I, the undersigned Assistant Secretary of Mid-America Dairymen, Inc., do hereby certify that the within Agreement of Merger was adopted pursuant to K.S.A. § 17-1637(g)(2) and that, as of the date hereof, the aggregate equity of Mid-America Dairymen, Inc. as determined in accordance with generally accepted accounting principles, was such that K.S.A. § 17-1637(g)(2) was applicable and no vote of the Mid-America Dairymen, Inc. members was necessary to approve the merger.

IN WITNESS WHEREOF, I have executed this instrument as an Assistant Secretary of Mid-America Dairymen, Inc. and have affixed hereto its corporate seal as of this 27th day of February, 1996.

(SEAL)

MID-AMERICA DAIRYMEN, INC.

By: *Ron Himes*
Ron Himes, Assistant Secretary

STATE OF MISSOURI)
CHRISTIAN) ss.
COUNTY OF GREENE)

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The foregoing instrument was acknowledged before me this 27th day of February, 1997, by Gerald Lee, Vice President of Mid-America Dairymen, Inc., a Kansas cooperative marketing association, on behalf of the association.

Marilyn A. Stewart
Notary Public

My Commission expires:

May 19, 1997

STATE OF MISSOURI)
CHRISTIAN) ss.
COUNTY OF GREENE)

The foregoing instrument was acknowledged before me this 27th day of February, 1997, by Gerald Lee, President of Difcal Corporation, a California corporation, on behalf of the corporation.

Marilyn A. Stewart
Notary Public

My Commission expires:

May 19, 1997