

06-26-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): 6-19-02 The Lundy Packing Company [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State North Carolina [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: Premium Standard Farms Internal Address: Suite 200 Street Address: 423 West 8th Street City: Kansas City State: MO Zip: 64105 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] 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

3. Nature of conveyance: [] Assignment [x] Merger [] Security Agreement [] Change of Name [] Other Execution Date: March 31, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 691,012 1,572,196 Additional number(s) attached [] Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Carol Anne Been Internal Address: Sonnesnchein Nath & Rosenthal PO Box #061080 Street Address: Wacker Drive Station City: Chicago State: IL Zip: 60606

6. Total number of applications and registrations involved: 3 7. Total fee (37 CFR 3.41): \$ 65.00 [x] 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. Carol Anne Been Signature June 19, 2002 Date Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

06/26/2002 RHMED1 00000035 691012 01 FC:481 40.00 DP 02 FC:482 25.00 DP

TRADEMARK REEL: 002531 FRAME: 0965



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF MERGER

OF

THE LUNDY PACKING COMPANY

INTO

PREMIUM STANDARD FARMS, INC.

the original of which was filed in this office on the 28th day of March, 2002.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 28th day of March, 2002

Elaine F. Marshall

Secretary of State

Document Id: 220919022

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State of North Carolina
Department of the Secretary of State

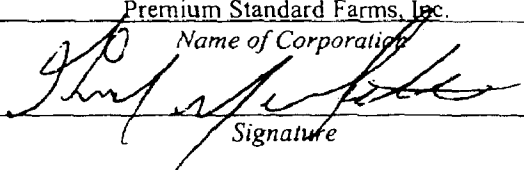
ARTICLES OF MERGER
FOREIGN AND DOMESTIC BUSINESS CORPORATION

55-11-04

Pursuant to Sections 55-11-05 and 55-11-07 of the General Statutes of North Carolina, the undersigned corporation does hereby submit the following Articles of Merger as the surviving corporation in a merger between a domestic business corporation and one or more foreign business corporations.

- The name of the surviving corporation is Premium Standard Farms, Inc., a corporation organized under the laws of Delaware; the name of the merged corporation is The Lundy Packing Company, a corporation organized under the laws of North Carolina.
- Attached is a copy of the Plan of Merger that was duly approved in the manner prescribed by law by each of the corporations participating in the merger.
- With respect to the surviving corporation (*check either a or b, as applicable*):
a. Shareholder approval was not required for the merger.
b. Shareholder approval was required for the merger and the plan of merger was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
- With respect to the merged corporation (*check either a or b, as applicable*):
a. Shareholder approval was not required for the merger.
b. Shareholder approval was required for the merger, and the plan of merger was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
- The merger is permitted by the law of the state or country of incorporation or organization of each foreign entity which is a party.
- Each foreign entity which is a party has complied or shall comply with the applicable laws of its state or country of incorporation or organization.
- These articles will be effective upon filing, unless a delayed date and/or time is specified: 12:01 a.m. on March 31, 2002

This is the 25th day of March, 20 02.

Premium Standard Farms, Inc.
Name of Corporation

Signature
Gerard J. Schulte, Secretary
Type or Print Name and Title

Notes:

- Filing fee is \$50. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.

(Revised January 2000)

Form B-

12
CORPORATIONS DIVISION
0622
KC-955444-1

P. O. BOX 29622

RALEIGH, NC 27626-

TRADEMARK
REEL: 002531 FRAME: 0967

PLAN OF MERGER
OF
THE LUNDY PACKING COMPANY
WITH AND INTO
PREMIUM STANDARD FARMS, INC.

WHEREAS, Premium Standard Farms, Inc., a Delaware corporation, is the owner of all of the issued and outstanding shares of stock of The Lundy Packing Company, a North Carolina corporation; and

WHEREAS, Premium Standard Farms, Inc. wishes to merge The Lundy Packing Company with and into itself pursuant to the terms hereof.

a. Merger. On the effective date of the merger, The Lundy Packing Company (the "Constituent Corporation") shall be merged with and into Premium Standard Farms, Inc. (the "Surviving Corporation"), the corporate existence of the Constituent Corporation shall thereupon cease, and the corporate existence of the Surviving Corporation shall thereafter continue.

b. Surviving Corporation. After the merger, the Surviving Corporation shall have use of and operate under the name of Premium Standard Farms, Inc. and it shall be a corporation organized under and governed by the laws of the State of Delaware. The certificate of incorporation and bylaws of the Surviving Corporation as in effect on the effective date of the merger shall be and remain the Certificate of Incorporation and Bylaws of the Surviving Corporation after the effective date of the merger until thereafter amended.

c. Property. Upon and after the effective date of the merger, all of the assets and properties (real, personal, mixed, tangible, intangible, and of every other kind and description and wheresoever situated) of the Constituent Corporation shall be and become the assets and properties of the Surviving Corporation, and title thereto shall be deemed to be vested, without further act or deed, in the Surviving Corporation just as effectively as such title was vested in the Constituent Corporation.

d. Liabilities. Upon and after the effective date of the merger, all debts, liabilities, obligations, and duties of the Constituent Corporation shall be assumed by the Surviving Corporation, and thenceforth the Surviving Corporation shall be responsible, without limitation as to amount, for such debts, liabilities, obligations, and duties just as fully and to the same extent as if such debts, liabilities, obligations, and duties had been originally incurred or contracted by the Surviving Corporation.

e. Management of the Constituent Corporation. Upon and after the effective date of the merger, the managers and officers of the Constituent Corporation shall have no power, authority or responsibility, and the affairs of the Constituent Corporation shall be managed and directed by the Board of Directors and officers of the Surviving Corporation.

f. Management of the Surviving Corporation. Upon and after the effective date of the merger, the Directors and officers of the Surviving Corporation shall continue in office until

their successors are duly elected and qualified under the provisions of the Certificate of Incorporation and Bylaws of the Surviving Corporation, or until their earlier death, resignation or removal.

g. Treatment of Shares. On the effective date of the merger, the issued and outstanding shares of the Constituent Corporation will be canceled. Each holder of a certificate representing shares of the Constituent Corporation will surrender such certificate to the Constituent Corporation on or before the effective date of the merger, the Constituent Corporation will thereupon deliver such certificates to the Surviving Corporation for cancellation. No additional shares of the Surviving Corporation will be issued to the holder of shares of the Constituent Corporation. The shares of common stock of the Surviving Corporation that are issued and outstanding as of the effective date of the merger shall remain issued and outstanding after the effective date of the merger.

h. Abandonment. After the approval of this Plan by the Directors of the Constituent Corporation and the Surviving Corporation, and at any time prior to the effective date of the merger, the Directors of the Constituent Corporation or the Surviving Corporation may, in their discretion, abandon the merger.

i. Effective Date. The merger contemplated by this Plan shall become effective as of 12:01 a.m. on March 31, 2002.

Carol Anne Been
(312) 876-3122

June 19, 2002

VIA EXPRESS MAIL

The Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Re: Recordation of Merger

Dear Sir or Madam:

Enclosed for recordation is a Certificate of Merger, merging The Lundy Packing Company into Premium Standard Farms, Inc.

The recordation form cover sheet and the recordation fee of \$65.00 for such recordation is also enclosed herewith. If any problems should arise by payment of check you are authorized to charge Deposit Account No. 19-3140.


We respectfully request that the enclosed be recorded and returned to the undersigned with notation of the reel and frame number and date of recordation.

Please note the date of receipt of this submission on the enclosed self-addressed, stamped postcard to be returned to the undersigned.

Kindly address any communications concerning this matter to the undersigned.

Very truly yours,

SONNENSCHNEN NATH & ROSENTHAL

By: 
Carol Anne Been

CAB/AYB/11343863.02
Enclosures

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233 South Wacker Drive
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