

Form **PTO-1594**
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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

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

1. Name of conveying party(ies):

Farmland National Beef Packing Company, L.P.

- Individual(s)
- General Partnership
- Corporation-State
- Other of the State of Delaware
- 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: 08/06/2003

2. Name and address of receiving party(ies)

Name: National Beef Packing Company, LLC

Internal

Address: _____

Street Address: 12200 North Ambassador Drive

City: Kansas City State: MO Zip: 64163

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other limited liability company

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 number(s):

A. Trademark Application No.(s) 78/281331;
76/563279; 78349762

B. Trademark Registration No.(s) 2456792; 2397633;
2393359; 2481477;

Additional number(s) attached Yes No

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

Name: Donald S. Holland, Esq.

Internal Address: Holland & Bonzagni, P.C.

Street Address: _____
171 Dwight Road

City: Longmeadow State: MA Zip: 01106

6. Total number of applications and registrations involved: 10

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

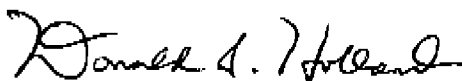
082622

DO NOT USE THIS SPACE

9. Signature.

Donald S. Holland

Name of Person Signing



Signature

02/10/2004

Date

12

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

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

CH \$265.00 082622 78281331

**U.S. Patent & Trademark Office
Assignment Division
Attachment to Recordation Sheet**

Continuation of Part 4 of Recordation Sheet

Trademark Registrations:

2595452
2633523
2757251

[99102G/01]

FARMLAND NATIONAL BEEF PACKING COMPANY, L.P.**UNANIMOUS WRITTEN ACTION
OF THE GENERAL PARTNERS,
LIMITED PARTNERS AND
MANAGEMENT COMMITTEE**

Effective as of August 6, 2003

The undersigned, being all of the general partners, limited partners and members of the Management Committee of Farmland National Beef Packing Company, L.P., a Delaware limited partnership (the "Company"), do hereby in accordance with the Delaware Revised Uniform Limited Partnership Act, adopt and consent to the following resolutions in writing:

WHEREAS, NB Acquisition, LLC, a Delaware limited liability company ("NB Acquisition"), has acquired limited partnership interests in the Company and, by virtue thereof, NB Acquisition, together with U.S. Premium Beef, Ltd., a Kansas cooperative corporation, are the limited partners of the Company;

MERGER WITH NB ACQUISITION, LLC

WHEREAS, there has been presented to the undersigned a form of Agreement and Plan of Merger (together with all schedules, exhibits and annexes thereto, the "First Agreement and Plan of Merger"), to be entered into by and between the Company and NB Acquisition, pursuant to which the NB Acquisition would merge with and into the Company, with the Company surviving such merger (the foregoing transaction being the "First Merger"), upon the terms and subject to the conditions set forth in the First Agreement and Plan of Merger; and

WHEREAS, the undersigned believes it is in the best interests of the Company to enter into the First Agreement and Plan of Merger in the form presented to the undersigned and to consummate the First Merger.

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of the First Agreement and Plan of Merger which has been reviewed by the undersigned be and hereby are in all respects approved, and that any general partner of the Company be, and each of them hereby is, authorized and directed to execute, in the name and on behalf of the Company, the First Agreement and Plan of Merger in the form presented to the undersigned, including any such changes as the general partner executing the same shall in its sole discretion approve, which approval shall be conclusively evidenced by its execution thereof.

FURTHER RESOLVED, that any general partner of the Company be, and each of them hereby is, authorized and directed to take all action necessary to effectuate the First Merger, including, but not limited to, the execution and filing of any Certificates of Merger with the Secretary of State of the State of Delaware.

CONVERSION TO LIMITED LIABILITY COMPANY

WHEREAS, there has presented to the undersigned a form of Plan of Conversion (together with all schedules, exhibits and annexes thereto, the "Plan of Conversion"), pursuant to which, subsequent to the consummation of the First Merger, the Company would convert into a limited liability company (the foregoing transaction being the "Conversion"), upon the terms and subject to the conditions set forth in the Plan of Conversion; and

WHEREAS, the undersigned believes it is in the best interests of the Company to adopt the Plan of Conversion in the form presented to the undersigned and to consummate the Conversion.

FURTHER RESOLVED, that the form, terms and provisions of the Plan of Conversion which has been reviewed by the undersigned be and hereby are in all respects approved, including any such changes as the general partners shall in their sole discretion approve.

FURTHER RESOLVED, that any general partner of the Company be, and each of them hereby is, authorized and directed to take all action necessary to effectuate the Conversion, including, but not limited to, the execution and filing of a Certificate of Formation and Certificate of Conversion with the Secretary of State of the State of Delaware.

MERGER WITH USPBCO., LLC

WHEREAS, there has presented to the undersigned a form of Agreement and Plan of Merger (together with all schedules, exhibits and annexes thereto, the "Second Agreement and Plan of Merger"), to be entered into by and between the Company and USPBCo., LLC, a Minnesota limited liability company ("USPBCo."), pursuant to which, subsequent to the consummation of the First Merger, USPBCo. would merge with and into the Company, with the Company surviving such merger (the foregoing transaction being the "Second Merger"), upon the terms and subject to the conditions set forth in the Second Agreement and Plan of Merger; and

WHEREAS, the undersigned believes it is in the best interests of the Company to enter into the Second Agreement and Plan of Merger in the form presented to the undersigned and to consummate the Second Merger.

FURTHER RESOLVED, that the form, terms and provisions of the Second Agreement and Plan of Merger which has been reviewed by the undersigned be and hereby are in all respects approved, and that any general partner of the Company be, and each of them hereby is, authorized and directed to execute, in the name and on behalf of the Company, the Second Agreement and Plan of Merger in the form presented to the undersigned, including any such changes as the general partner executing the same shall in its sole discretion approve, which approval shall be conclusively evidenced by its execution thereof.

FURTHER RESOLVED, that any general partner of the Company be, and each of them hereby is, authorized and directed to take all action necessary to effectuate the Second Merger,

including, but not limited to, the execution and filing of any Articles of Merger or Certificates of Merger with the Secretary of State of the State of Minnesota or Delaware, as appropriate.

GENERAL

FURTHER RESOLVED, that any general partner of the Company be, and each of them hereby is, authorized and empowered, jointly and severally, for and in the name and on behalf of the Company, to execute and deliver any and all certificates, agreements and other documents, take any and all steps and do any and all things which they, or any of them, may deem necessary or advisable in order to effectuate the purposes of each and all of the foregoing resolutions.

* * * * *

This Unanimous Written Action of the General Partners, Limited Partners and Management Committee is taken effective as of the date first written above.

MANAGEMENT COMMITTEE

John R. Miller
 John R. Miller

Steven D. Hunt
 Steven D. Hunt

GENERAL PARTNERS:

NBPCO., LLC

John R. Miller
 By: *John R. Miller*
 Its: *CEO*

USPBCO., LLC

Steven D. Hunt
 By: *Steven D. Hunt*
 Its: *Mgr.*

LIMITED PARTNERS:

NB ACQUISITION, LLC

John R. Miller
 By: *John R. Miller*
 Its: *CEO*

U.S. PREMIUM BEEF, LTD.

Steven D. Hunt
 By: *Steven D. Hunt*
 Its: *CEO*

PLAN OF CONVERSION

THIS PLAN OF CONVERSION (this "Plan") of National Beef Packing Company, L.P., a limited partnership organized under the laws of the State of Delaware (the "Partnership") is dated as of the 6th day of August, 2003.

WHEREAS, the Partnership is a limited partnership organized under the Delaware Revised Uniform Limited Partnership Act (the "DRULPA");

WHEREAS, the Partnership desires to be converted into a limited liability company organized under the Delaware Limited Liability Company Act (the "DLLCA"), pursuant to Section 18-214 of the DLLCA, Section 17-219 of the DRULPA and otherwise pursuant to the requirements of the DLLCA and the DRULPA.

WHEREAS, all of the general partners and limited partners of the Partnership have authorized, approved and adopted this Plan of Conversion and the transactions contemplated hereby, in the manner required by the Certificate of Limited Partnership and Partnership Agreement of the Partnership, the DLLCA and the DRULPA.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements of the parties contained herein, the parties hereto agree as follows:

SECTION 1. THE CONVERSION. The Partnership shall convert into a limited liability company organized under the DLLCA (the "Conversion"), in accordance with the applicable provisions of the DLLCA and the DRULPA, and the converted entity shall continue to exist as a limited liability company organized under the laws of the State of Delaware (the "LLC").

SECTION 2. CERTIFICATES OF CONVERSION AND FORMATION. As soon as the practicable following the authorization, approval and adoption of this Plan of Conversion by the Partnership, a Certificate of Conversion (the "Certificate of Conversion"), substantially in the form attached hereto as Exhibit A, and a Certificate of Formation (the "Certificate of Formation"), substantially in the form attached hereto as Exhibit B, shall be executed by the Partnership, in accordance with the requirements of the DLLCA. The Certificate of Conversion and Certificate of Formation shall be filed with the Secretary of State of the State of Delaware as soon as practicable following the execution thereof. The Conversion shall be effective at 3:03 p.m., Central Standard Time, on August 6, 2003, or at such other date and time as may be selected by the general partners of the Partnership (the "Effective Time").

SECTION 3. EFFECT OF CONVERSION. From and after the Effective Time, without any further action by the Partnership, the LLC or any of their respective partners or members: (i) the LLC shall have all of the rights, privileges, immunities and powers, and shall be subject to all the duties and liabilities, of a limited liability company organized under the DLLCA; (ii) the LLC shall possess all of the rights, privileges, immunities and franchises of a public as well as a private nature, of the Partnership, and all property, real, personal and mixed, and all debts due on whatever account, including all choses in action, and each and every other interest of or belonging to or due to the Partnership, shall remain vested in the LLC, without further act or deed, and the title to any property, or any interest therein, vested in the Partnership, shall not revert or be in any way impaired by reason of the Merger; and (iii) the Conversion shall have any other effect set forth in the DLLCA or the DRULPA.

SECTION 4. ORGANIZATIONAL DOCUMENTS. Immediately following the Effective Time, without any further action by the Partnership, the LLC or any of their respective partners or members, the Certificate of Formation filed pursuant to Section 2 of this Plan shall be the Certificate of Formation of the LLC, and the form of Limited Liability Company Agreement attached hereto as Exhibit C shall be the Limited Liability Company Agreement of the LLC (the "LLC Agreement"). A copy of the Certificate of Formation and LLC Agreement has been provided to the partners of the Partnership.

SECTION 5. BOARD OF MANAGERS. Immediately following the Effective Time, without any further action by the Partnership, the LLC or any of their respective partners or members, the persons specified in the LLC Agreement as the initial members of the Board of Managers of the LLC shall be the members of the Board of Managers of the LLC, to serve in accordance with the Certificate of Formation and LLC Agreement.

SECTION 6. EXCHANGE AND CONVERSION OF LIMITED LIABILITY COMPANY INTERESTS. At the Effective Time, without any further action by the Partnership, the LLC or any of their respective partners or members: (i) all partnership interests standing on the books of the Partnership and held by persons other than USPBCo., LLC, a Minnesota limited liability company ("USPBCo."), shall cease to be outstanding and shall be exchanged for the limited liability company interests in the LLC as set forth in the LLC Agreement; and (ii) all partnership interests standing on the books of the Partnership held by USPBCo. shall cease to be outstanding and shall be exchanged for the right to receive the sum of \$100.00 in the aggregate for all such partnership interests held by USPBCo. Each holder of interests in the Partnership shall take such action or cause to be taken such action as the LLC may reasonably deem necessary or appropriate to effect the exchange of the equity interests hereunder, including, without limitation, the execution and delivery of instruments representing or otherwise relating to the equity interests being exchanged hereunder.

SECTION 7. TERMINATION OF CONVERSION. This Plan of Conversion may be terminated or amended at any time before the Effective Time with the written approval of the general partners of the Partnership.

**CERTIFICATE OF CONVERSION
TO LIMITED LIABILITY COMPANY**

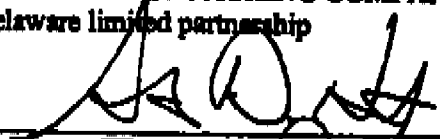
Pursuant to Section 18-214 of the Delaware Limited Liability Company Act, Title 6, Chapter 18 (the "LLC Act"), and Section 17-219 of the Delaware Revised Uniform Limited Partnership Act, Title 6, Chapter 17 (the "RULPA"), the undersigned, being authorized to execute this Certificate of Conversion to Limited Liability Company for and on behalf of NATIONAL BEEF PACKING COMPANY, L.P., a Delaware limited partnership (the "Other Entity"), hereby certifies the following:

1. The Other Entity was first formed on March 31, 1993 in the State of Delaware by the filing of a Certificate of Limited Partnership with the Secretary of State of the State of Delaware, and the jurisdiction of formation of the Other Entity has not changed since such date.
2. The name of the Other Entity immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is NATIONAL BEEF PACKING COMPANY, L.P.
3. The name of the Delaware limited liability company (the "Limited Liability Company") to which the Other Entity shall convert, as set forth in the Limited Liability Company's certificate of formation filed in accordance with Section 18-214(b) of the LLC Act, is NATIONAL BEEF PACKING COMPANY, LLC.
4. The conversion of the Other Entity to the Limited Liability Company is to become effective at 4:03 p.m., Eastern Standard Time, on August 6, 2003.

* * * * *

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Limited Liability Company as of the 6th day of August, 2003.

NATIONAL BEEF PACKING COMPANY, L.P.,
a Delaware limited partnership


By: STEVEN D. KLINE
Its: Chair

**CERTIFICATE OF FORMATION
OF
NATIONAL BEEF PACKING COMPANY, LLC**

The undersigned, being a natural person 18 years of age or older and for the purpose of forming a limited liability company for general business purposes under the Delaware Limited Liability Act, hereby adopts the following Certificate of Formation:

1. Name: The name of the limited liability company is National Beef Packing Company, LLC.
2. Registered Office: The address of the registered office of the limited liability company is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. Organizer: The name and address of the sole organizer of the limited liability company is Suzette McNally, 4200 IDS Center, 80 South Eighth Street, Minneapolis, Minnesota 55402.
4. Effectiveness: The formation of the limited liability company is to become effective at 4:03 p.m., Eastern Standard Time, on August 6, 2003.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of National Beef Packing Company, LLC as of the 6th day of August, 2003.


Name: Steven D. Hunt
Authorized Person


NATIONAL BEEF PACKING COMPANY, LLC

CERTIFICATE OF THE SECRETARY

The undersigned, Scott Smith, certifies that he is the duly elected, qualified and acting Secretary of National Beef Packing Company, LLC, a Delaware limited liability company (the "Company") (f/k/a Farmland National Beef Packing Company, L.P., a Delaware limited partnership), and that, as such, he is authorized to execute this certificate on behalf of the Company, and further certifies that his signature below is his true signature.

The undersigned, on behalf of the Company, further certifies that attached hereto are true and correct copies of the resolutions and organizational documents duly adopted by the general partners, limited partners and management committee of the Company on August 6, 2003, pursuant to Delaware law, which documents have not been amended, modified or rescinded since the date of adoption thereof, are in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 29 day of August, 2003.



Scott Smith
Secretary

State of Utah)
County of Summit)^s

On this 29 day of August, 2003, before me Susan Abbruzzese, a notary public, personally appeared Scott Smith, proved on the basis of satisfactory evidence to be the person whose name is subscribed to this instrument, and acknowledged he executed the same. Witness my hand and official seal.



Notary Public

SEAL

