

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Dean Dip and Dressing Company, LLC

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

Citizenship (see guidelines) Delaware
Effective

Execution Date(s) December 31, 2002

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Morningstar Foods Inc.

Internal Address: Suite 1200

Street Address: 2515 McKinney Avenue

City: Dallas

State: Texas

Country: United States Zip: 75201

Association Citizenship

General Partnership Citizenship

Limited Partnership Citizenship

Corporation Citizenship Delaware

Other Citizenship

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,328,386

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date If Application or Registration Number is unknown):

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

Name: Bridget G. Johnson

Internal Address: Dean Foods Company

Street Address: 2515 McKinney Avenue

City: Dallas

State: Texas Zip: 75201

Phone Number: 214-303-3411

Fax Number: 214-721-1275

Email Address: tms@deanfoods.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40.00

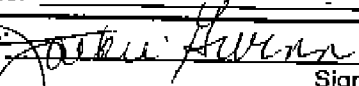
- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 500785

Authorized User Name Jackie Gwinn

9. Signature: 

Signature

August 5, 2004

Date

Jackie Gwinn

Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (703) 305-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$40.00 500785 2328386

Delaware

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The First State

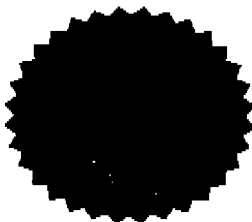
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"DEAN DIP AND DRESSING COMPANY, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "MORNINGSTAR FOODS INC." UNDER THE NAME OF "MORNINGSTAR FOODS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2002, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2154694 8100M

AUTHENTICATION: 2172035

020796279

DATE: 12-TRADemark

REEL: 002914 FRAME: 0133

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 05:00 PM 12/23/2002
020796279 - 2154694

CERTIFICATE OF MERGER
OF
DEAN DIP AND DRESSING COMPANY, LLC
AND
MORNINGSTAR FOODS INC.

It is hereby certified that:

1. The constituent business entities participating in the merger herein certified are:
 - (i) Dean Dip and Dressing Company, LLC, a Delaware limited liability company; and
 - (ii) Morningstar Foods Inc., a Delaware corporation.
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent business entities participating in the merger in accordance with Section 264(c)(2) of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation in the merger herein certified is Morningstar Foods Inc., which will continue its existence as the surviving corporation under its present name upon the effective date of the merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
4. The Certificate of Incorporation of Morningstar Foods Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of the surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.
5. The executed Agreement and Plan of Merger between the constituent entities is on file at an office of the surviving corporation, the address of which is 2515 McKinney Avenue, Suite 1200, Dallas, Texas 75201.
6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request, and without cost, to any stockholder of the constituent corporation or any member of the constituent limited liability company.

Dated: December 20, 2002, to be effective as of December 31, 2002.

009346.00129:752088.01

MORNINGSTAR FOODS INC.

By: /s/ Lisa N. Tyson

Lisa N. Tyson
Vice President

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