

04-01-2004

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



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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):

Peeler Jersey Farms, Inc.

- Individual(s)
- General Partnership
- Corporation-State South Carolina
- 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: November 30, 1998

2. Name and address of receiving party(ies)

Name: New Atlanta Dairies, Inc.

Internal Address: 777 Memorial Drive SE

Street Address: _____

City: Atlanta State: GA Zip: 30316

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Georgia
- 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 number(s):

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 1,263,713; 1,268,691
1,268,692; 1,269,403; 1,275,381; 2,155,839

Additional number(s) attached Yes No

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

Name: Krista Vink Venegas

Internal Address: _____

McDermott, Will & Emery LLP

Street Address: 2049 Century Park East

Suite 3400

City: Los Angeles State: CA Zip: 90067

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41).....\$ \$165

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

501946

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9. Signature.

KRISTA VINK VENEGAS

Name of Person Signing

Krista Vink Venegas
Signature

MARCH 26, 2004

Date

Total number of pages including cover sheet, attachments, and document: 5

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

03/31/2004 6TON11 00000039 501946 1263713

01 FC:8521 40.00 DA
02 FC:8522 125.00 BA

TRADEMARK
REEL: 002940 FRAME: 0362

ARTICLES OF MERGER
OF
PEELER JERSÉY FARMS, INC.
INTO
NEW ATLANTA DAIRIES, INC.

To the Secretary of State
State of Georgia

Pursuant to the provisions of the Georgia Business Corporation Code governing the merger of a foreign wholly-owned subsidiary business corporation into its domestic parent business corporation hereinafter named does hereby adopt the following Articles of Merger.

- 1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of South Carolina, is Peeler Jersey Farms, Inc. (hereinafter referred to as "Peeler Jersey Farms").
- 2. The name of the parent corporation, which is a business Corporation organized under the laws of the State of Georgia, is New Atlanta Dairies, Inc. (hereinafter referred to as "New Atlanta Dairies").
- 3. The number of outstanding shares of Peeler Jersey Farms is 128,000, all of which are of one class, and all of which are owned by New Atlanta Dairies.
- 4. The following is the Plan of Merger for merging Peeler Jersey Farms into New Atlanta Dairies, as approved by resolution of the Board of Directors of New Atlanta Dairies:

"1. New Atlanta Dairies, which is a business corporation of the State of Georgia and is the owner of all of the outstanding shares of Peeler Jersey Farms, which is a business corporation of the State of South Carolina, hereby merges Peeler Jersey Farms into New Atlanta Dairies pursuant to the provisions of the South Carolina Business Corporation Act of 1988 and pursuant to the provisions of the Georgia Business Corporation Code.

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"2. The separate existence of Peeler Jersey Farms shall cease at the effective time and date of the merger pursuant to the provisions of the South Carolina Business Corporation Act of 1988; and New Atlanta Dairies shall continue its existence as the surviving corporation pursuant to the provisions of the Georgia Business Corporation Code.

"3. The Articles of Incorporation of New Atlanta Dairies are not amended in any Respect by this Plan of Merger.

"4. The issued shares of Peeler Jersey Farms shall not be converted or exchanged in any manner, but each said share which is issued as of the time the merger takes effect shall be surrendered and extinguished.

"5. Each share of New Atlanta Dairies outstanding immediately prior to the time the merger takes effect is to be an identical outstanding share of New Atlanta Dairies after the time the merger takes effect. This merger shall be treated as a liquidation under Sec. 332 of the Internal Revenue Code of 1986.

"6. No shares of New Atlanta Dairies and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.

"7. The Board of Directors and the proper officers of New Atlanta Dairies 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 this Plan of Merger or of the merger herein provided for."

5. New Atlanta Dairies, in its capacity as the holder of all of the outstanding shares of Peeler Jersey Farms, waives the mailing of a copy of the Plan of Merger to New Atlanta Dairies otherwise provided for under the provisions of Sec. 14-22-1104 of the Georgia Business Corporation Code.

6. The laws of the jurisdiction of organization of Peeler Jersey Farms permit the merger of a wholly-owned subsidiary business corporation of that jurisdiction into a parent business corporation of another jurisdiction; and the merger of Peeler Jersey Farms into New Atlanta

Dairies is in compliance with the laws of the jurisdiction of organization of South Carolina.

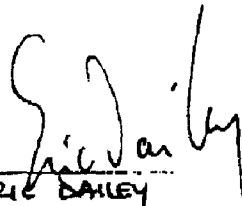
7. Shareholder approval was not required.

8. This Article constitutes an undertaking by the surviving corporation that the request for publication of a notice of filing these Articles of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

9. The merger herein provided for shall take effect in the State of Georgia on December 31, 1998.

Executed on November 30, 1998.

NEW ATLANTA DAIRIES, INC.

By: 
Name: ERIC DAILEY
Title: PRESIDENT

PEELERGA
11/30/98

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

Articles of Merger

Pursuant to Sec. 33-11-105 of the 1976 South Carolina Code, as amended, the undersigned, as the Surviving Corporation in a merger, hereby submits the following information:

1. The name of the Surviving Corporation is New Atlanta Dairies, Inc., (hereinafter referred to as "New Atlanta Dairies"), a corporation for profit organized under the laws of the State of Georgia.

2. Attached hereto and made apart hereof is a copy of the Plan of Merger under Sec. 33-11-107.

3. The following information is provided to the extent that it is relevant with respect to each corporation which is a party to the transaction:

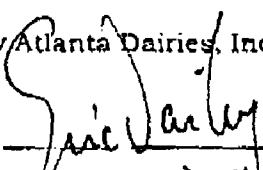
(a) The name of the Surviving Corporation is New Atlanta Dairies. Shareholder approval of the merger was not required.

(b) The name of the Merging corporation is Peeler Jersey Farms, Inc., a corporation organized under the laws of South Carolina on July 1, 1973. The Plan of Merger was unanimously approved by New Atlanta Dairies, the sole shareholder of the Merging Corporation.

4. Unless otherwise agreed, the effective date of the merger is December 31, 1998.

Date: 11/30/98

New Atlanta Dairies, Inc.

By: 

Name: Eric Dailey

Title: President

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