

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/09/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
MS Bioscience, Inc.		06/04/2004	CORPORATION:

**RECEIVING PARTY DATA**

Name:	Milk Specialties Company
Street Address:	Illinois and Water Street
Internal Address:	P.O. Box 287
City:	Dundee
State/Country:	ILLINOIS
Postal Code:	60118
Entity Type:	CORPORATION:

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2618715	GROGEL

**CORRESPONDENCE DATA**

Fax Number: (216)241-0816  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2166228672  
 Email: tconnors@calfee.com  
 Correspondent Name: Timothy J. Connors  
 Address Line 1: 800 Superior Avenue  
 Address Line 2: 1400 McDonald Investment Center  
 Address Line 4: Cleveland, OHIO 44114

ATTORNEY DOCKET NUMBER:	29596.04001
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NAME OF SUBMITTER:	Timothy J. Connors
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Signature:	/TJC/
Date:	04/27/2006
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# Delaware

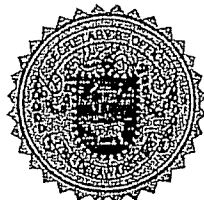
PAGE 1

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 OWNERSHIP, WHICH MERGES:

"MS BIOSCIENCE, INC.", A DELAWARE CORPORATION, WITH AND INTO "MILK SPECIALTIES COMPANY" UNDER THE NAME OF "MILK SPECIALTIES COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF JUNE, A.D. 2004, AT 3:34 O'CLOCK P.M.

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

2096148 8100M

AUTHENTICATION: 3162792

040428154

DATE: 06-10-04

TRADEMARK  
REEL: 003298 FRAME: 0223

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:23 PM 06/09/2004  
FILED 03:34 PM 06/09/2004  
SRV 040428154 - 2096148 FILE

CERTIFICATE OF OWNERSHIP AND MERGER  
PURSUANT TO SECTION 253 OF THE  
DELAWARE GENERAL CORPORATION LAW

MERGER OF  
MS BIOSCIENCE, INC.,  
a Delaware corporation

INTO

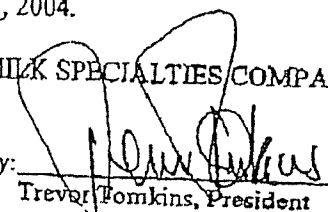
MILK SPECIALTIES COMPANY,  
a Delaware corporation

Milk Specialties Company hereby certifies as follows:

1. The effective date of this Certificate of Ownership and Merger shall be June 9, 2004 ("Effective Date").
2. Milk Specialties Company is a Delaware corporation and the sole owner of all of the issued and outstanding capital stock of MS BioScience, Inc., a Delaware corporation.
3. On the Effective Date, MS BioScience, Inc. shall be merged with and into Milk Specialties Company with Milk Specialties Company being the surviving corporation, and the separate corporate existence of MS BioScience, Inc. shall cease (the "Merger").
4. The Merger shall have the effects set forth under Delaware law.
5. Attached as Exhibit A to this Certificate of Ownership and Merger is a complete and accurate copy of resolutions approved by the Board of Directors of Milk Specialties Company effective June 4, 2004.

IN WITNESS WHEREOF, Trevor Tomkins, being the President of Milk Specialties Company, the surviving entity to this Merger, has subscribed his hand to this Certificate of Ownership and Merger this 9<sup>th</sup> day of June, 2004.

MILK SPECIALTIES COMPANY

By:   
Trevor Tomkins, President

**EXHIBIT A**

**Resolutions of the Board of Directors of Milk Specialties Company**

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**UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS  
OF  
MILK SPECIALTIES COMPANY**

THE UNDERSIGNED, constituting all the members of the Board of Directors (the "Board") of Milk Specialties Company, a Delaware corporation (the "Corporation"), do hereby waive all notice of the time, place or purpose of a meeting and consent to the following actions and adopt the following resolutions by unanimous written consent without a meeting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware and the Corporation's Bylaws, effective as of June 4, 2004:

WHEREAS, the Corporation is the sole owner of all of the issued and outstanding capital stock of MS BioScience, Inc., a Delaware corporation (the "Subsidiary"); and

WHEREAS, the Board deems it advisable and in the best interests of the Corporation and its shareholders that the Subsidiary be merged with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware.

NOW, THEREFORE, BE IT

**Short Form Merger under Delaware Law**

RESOLVED, that the Subsidiary be merged with and into the Corporation with the Corporation remaining as the surviving corporation and that all of its property, rights, privileges and other assets be transferred to, and all of its obligations be assumed by, the Corporation;

**General Authorization**

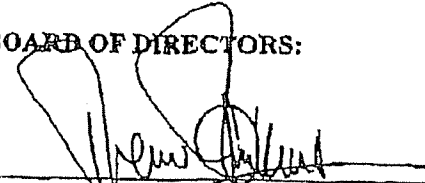
RESOLVED, that the officers of the Corporation be, and each of them hereby is, acting singly or jointly, authorized, empowered and directed, in the name of and on behalf of the Corporation to take or cause to be taken any and all actions and to make all payments as may be necessary, appropriate, convenient, proper or advisable in furtherance of, or to effectuate the transactions contemplated by, the foregoing resolutions, the approval thereof by any such officer conclusively establishing his authority therefor from the Corporation; and

RESOLVED, that all actions previously taken by any officer, agent or attorney of the Corporation relating to the above resolutions and the transactions contemplated in connection therewith, are hereby adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being all the members of the Board of Directors of the Corporation, have executed this Unanimous Written Consent as of the date first above written, which may be executed in one or more counterparts, each of which shall be deemed an original, all of which shall constitute one and the same instrument.

BOARD OF DIRECTORS:

  
Trevor Tomkins

\_\_\_\_\_  
Charles Neuman

\_\_\_\_\_  
George Lang


\_\_\_\_\_  
John Turner

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IN WITNESS WHEREOF, the undersigned, being all the members of the Board of Directors of the Corporation, have executed this Unanimous Written Consent as of the date first above written, which may be executed in one or more counterparts, each of which shall be deemed an original, all of which shall constitute one and the same instrument.

**BOARD OF DIRECTORS:**

Trevor Tompkins



Charles Neuman

George Lang

John Turner

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BOARD OF DIRECTORS:

Trevor Tomkins

Charles Neuman

George Lang

John Turner

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TOTAL P.07

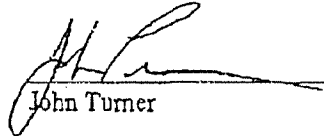
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BOARD OF DIRECTORS:

\_\_\_\_\_  
Trevor Tomkins

\_\_\_\_\_  
Charles Neuman

\_\_\_\_\_  
George Lang

  
\_\_\_\_\_  
John Turner

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