

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/28/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Emmpak Foods, Inc.		05/23/2006	CORPORATION:

RECEIVING PARTY DATA

Name:	Cargill Meat Solutions Corporation
Street Address:	151 N. Main
City:	Wichita
State/Country:	KANSAS
Postal Code:	67202
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2011829	COUNTRY CLASSIC

CORRESPONDENCE DATA

Fax Number: (952)404-6367
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 952-742-6334
 Email: trademark_docketing@cargill.com
 Correspondent Name: Thomas W. Lindberg
 Address Line 1: PO Box 5624
 Address Line 2: Law Department - MS 24
 Address Line 4: Minneapolis, MINNESOTA 55440

NAME OF SUBMITTER:	Susan Swartz
Signature:	/Susan Swartz/
Date:	10/27/2006

OP \$40.00 2011829

Total Attachments: 7

source=Emmpak CMSC Merger#page1.tif

source=Emmpak CMSC Merger#page2.tif

source=Emmpak CMSC Merger#page3.tif

source=Emmpak CMSC Merger#page4.tif

source=Emmpak CMSC Merger#page5.tif

source=Emmpak CMSC Merger#page6.tif

source=Emmpak CMSC Merger#page7.tif

RECEIVED

MAY 24 2006

Sec. 179.77,
180.1105,
181.1105, and
183.1204 Wis. Stats.

WISCONSIN
DFI

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



ARTICLES OF MERGER

1. Non-Surviving Parties to the Merger:

Company Name: Emmpak Foods, Inc.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of Wisconsin (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

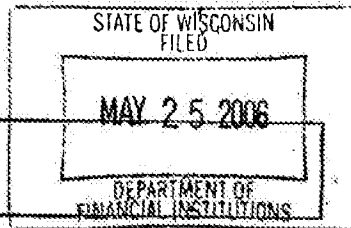
Company Name:

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

Schedule more non-surviving parties as an additional page.

2. Surviving Entity:

Company Name: Cargill Meat Solutions Corporation



Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of Delaware (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

FILING FEE - \$150.00

DFI/CORP/2000(R10/05)

WI013 - 11/13/05 C T System Online

ARTICLES OF MERGER

3. The Plan of Merger included in this document was approved by each entity that is a party to the merger in the manner required by the laws applicable to each entity, and in accordance with ss. 180.1103, 180.1104, 181.1103, 181.1104 and 183.1202, if applicable.

CONTINGENCY STATEMENT – The surviving entity of this merger is a domestic or foreign nonstock corporation. The Plan of Merger included in this document was approved by each entity that is a party to the merger in the manner required by the laws applicable to each entity, and in accordance with ss. 180.1103, 180.1104 and 183.1202, if applicable, and by a person other than the members or the board, if the approval of such person is required under s. 181.1103(2)(c).

- The approval of members is not required, and the Plan of Merger was approved by a sufficient vote of the board.
- The number of votes cast by each class of members to approve the Plan of Merger were sufficient for approval by that class.

Membership Class	Number of Memberships Outstanding	Number of Votes Entitled to be Cast	For	Against

(Append or attach the **PLAN OF MERGER**. Optional Plan of Merger template on Pages 4 & 5)

4. (OPTIONAL) Effective Date and Time of Merger

These articles of merger, when filed, shall be effective on May 28, 2006 (date) at 12:01 a.m. (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by ss. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the surviving domestic entity.)

5. Executed on May 24, 2006 (date) by the surviving entity on behalf of all parties to the merger.

Mark (X) below the title of the person executing the document.

For a limited partnership

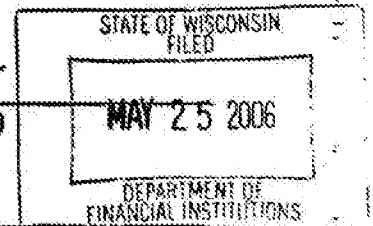
Title: General Partner

For a limited liability company

Title: Member OR Manager

William A. Buckner
(Signature)

William A. Buckner, President
(Printed Name)



For a corporation

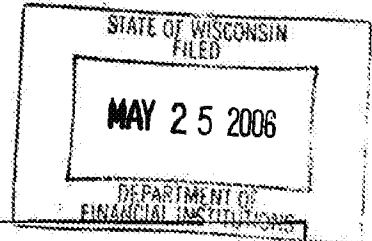
Title: President OR Secretary
or other officer title _____

This document was drafted by: Janet Higgins
(Name the individual who drafted the document)

Sec. 179.77,
180.1101(2),
181.1101(2), and
183.1203(2) Wis.
Stats.

(T E M P L A T E)

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



PLAN OF MERGER

1. Non-Surviving Parties to the Merger:

Company Name:

Emmpak Foods, Inc.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

Company Name:

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

Schedule more non-surviving parties as an additional page.

2. Surviving Entity:

Company Name:

Cargill Meat Solutions Corporation

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Delaware</u> (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

PLAN OF MERGER (T E M P L A T E, Cont'd)

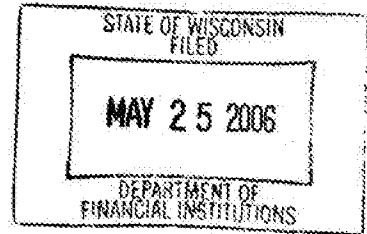
3. The manner and basis of converting the interests in each business entity that is a party to the merger into shares, interests, obligations or other securities of the surviving business entity or any other business entity or into cash or other property in whole or in part.

See attached.

4. The terms and conditions of the merger.

5. Other provisions the parties to the merger may elect to include relating to the merger.

6. The articles of incorporation or other similar governing document of the surviving domestic entity is amended as follows:



AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 23rd day of May, 2006, pursuant to Section 252 of the General Corporation Law of the State of Delaware, between Cargill Meat Solutions Corporation, a Delaware corporation and Emmpak Foods, Inc., a Wisconsin corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Emmpak Foods, Inc., hereby is merged into Cargill Meat Solutions Corporation, which shall be the surviving corporation.

SECOND: The Amended and Restated Certificate of Incorporation of Cargill Meat Solutions Corporation, as heretofore amended and is in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Amended and Restated Certificate of Incorporation of the corporation surviving this merger.

THIRD: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

Corporation	Class	Number of Shares	Par value per share
Emmpak Foods, Inc.	Common	200,000	\$.01

FOURTH: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.

(b) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this Agreement, all rights in respect thereto shall

#969582

forthwith be changed and converted into one share of common stock of the surviving corporation.

(c) After the effective date of this Agreement, each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered, the outstanding shares of stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place. After the effective date of this Agreement, each registered owner of any uncertificated shares of common stock of the merged corporation shall have said shares cancelled and said registered owner shall be entitled to the number of common shares of the surviving corporation on the basis provided herein.

FIFTH: The terms and conditions of the merger are as follows:

(a) The by-laws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective on May 28, 2006.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

#969582

SIXTH: The transactions contemplated by this Agreement are intended to qualify as a complete liquidation of Emmpak Foods, Inc. pursuant to Section 332(a) of the Internal Revenue Code and the applicable Treasury Regulations (including Treasury Regulation Section 1.332-2(d)) and corresponding provisions of state income tax law.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the Chief Executive Officer and /or Chairman of the Board of each party hereto as the respective act, deed and agreement of said corporations on this 23rd day of May, 2006.

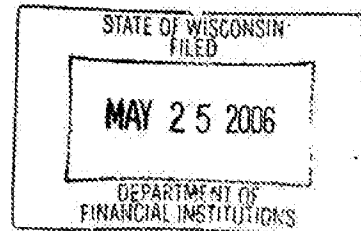
Emmpak Foods, Inc.

By: William A. Buckner
William A. Buckner, Chief Executive Officer

Cargill Meat Solutions Corporation

By: William A. Buckner
William A. Buckner, Chairman of the Board

DE250 -- 12/28/2004 - CT System Online



#969582