

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | |
|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 05/06/2009 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-----------------------------|----------|----------------|----------------------------------|
| National Dairy Holdings, LP | | 05/06/2009 | LIMITED PARTNERSHIP: DELAWARE |

RECEIVING PARTY DATA

| | |
|-------------------|-------------------------------------|
| Name: | National Dairy, LLC |
| Street Address: | 2711 N. Haskell Avenue |
| Internal Address: | Suite 2400 |
| City: | Dallas |
| State/Country: | TEXAS |
| Postal Code: | 75204 |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE |

PROPERTY NUMBERS Total: 27

| Property Type | Number | Word Mark |
|----------------------|---------|-----------------|
| Registration Number: | 3638494 | FLAV-O-RICH |
| Registration Number: | 3573681 | BODY BOOST |
| Registration Number: | 3573680 | IMOONITY |
| Registration Number: | 3491333 | SABA SUNBURST |
| Registration Number: | 3351307 | BERMUDA BLAST |
| Registration Number: | 3347501 | MONTEGO MADNESS |
| Registration Number: | 3355319 | NASSAU NECTAR |
| Registration Number: | 2909567 | FRESHLOK |
| Registration Number: | 3234008 | SOL T 20 |
| Registration Number: | 3013685 | HEALTHY COW! |
| Registration Number: | 3093576 | SOL TROPICAL |

CH \$690.00 3638494

| | | |
|----------------------|----------|-----------------------|
| Registration Number: | 3230127 | KID BUILDER |
| Registration Number: | 2868430 | KENTUCKY FARMS |
| Serial Number: | 78973692 | SPORTS MILK |
| Serial Number: | 78973677 | NATURAL COW |
| Serial Number: | 77599266 | COBURG |
| Serial Number: | 77438514 | SINCE 1880 Q |
| Serial Number: | 77191811 | ISLAND TROPICAL PUNCH |
| Serial Number: | 77430835 | CULTURED COW |
| Serial Number: | 77430853 | CULTURED COW |
| Serial Number: | 77759405 | HAVA COW |
| Serial Number: | 77758036 | SKIM ENHANCED |
| Serial Number: | 77668012 | SUNI LAND |
| Serial Number: | 77667967 | DAIRY CHARM |
| Serial Number: | 77676857 | SUMMER SURF |
| Serial Number: | 77433903 | SINTON'S |
| Serial Number: | 77180298 | COW-AOKE |

CORRESPONDENCE DATA

Fax Number: (214)659-4004
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2146514300
Email: ipdocketing@strasburger.com
Correspondent Name: Charles M. Hosch
Address Line 1: 901 Main Street
Address Line 2: Suite 4400
Address Line 4: Dallas, TEXAS 75202

| | |
|-------------------------|------------------|
| ATTORNEY DOCKET NUMBER: | 13916.0148 |
| NAME OF SUBMITTER: | Charles M. Hosch |
| Signature: | /s/ |
| Date: | 07/24/2009 |

Total Attachments: 7
source=Certificate of Merger#page1.tif
source=Certificate of Merger#page2.tif
source=Certificate of Merger#page3.tif
source=Certificate of Merger#page4.tif
source=Certificate of Merger#page5.tif
source=Certificate of Conversion#page1.tif

MAY 06 2009

CERTIFICATE OF MERGER

May 5, 2009

Corporations Section

Pursuant to Section 10.151 of the Texas Business Organizations Code (the "TBOC"), the undersigned, National Dairy Holdings, LP, a Texas limited partnership (the "Existing Entity"), adopts this Certificate of Merger (this "Certificate") for the purpose of effecting a merger as defined in Section 1.002(55)(A) of the TBOC:

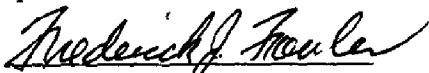
1. A Plan of Merger (the "Plan") has been approved by the Existing Entity as required by Section 10.001 of the TBOC and the governing documents of the Existing Entity. The Plan provides for the division of the Existing Entity into the Existing Entity and National Dairy, LLC, a newly-formed Texas limited liability company (the "Merger").
2. The name of the existing limited partnership being divided is National Dairy Holdings, LP and it is organized under the laws of the State of Texas.
3. The name of the new limited liability company to be created by the Merger is National Dairy, LLC and it is organized under the laws of the State of Texas. A Certificate of Formation of National Dairy, LLC is being filed with this Certificate and is attached as Exhibit A hereto.
4. No amendments to the certificate of formation of the Existing Entity or National Dairy, LLC will be effected by the merger.
5. The effective date and time of the Merger shall be when this Certificate is accepted and filed by the Secretary of State of the State of Texas.
6. The executed Plan is on file at the principal place of business of each of the Existing Entity and National Dairy, LLC at the following address: 3811 Turtle Creek Blvd., Suite 1300, Dallas, Texas 75219.
7. A copy of the Plan will be furnished upon written request without cost by each of the Existing Entity and National Dairy, LLC to any partner or member of either entity or to any creditor or obligee of such entities at the time of the Merger if a liability or obligation to such creditors or obligee is then outstanding.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be executed as of the date first set forth above.

NATIONAL DAIRY HOLDINGS, LP

**By: DAIRY MANAGEMENT LLC, its
general partner**

By: 

Name: Frederick J. Fowler

Title: Executive Vice President & General
Counsel

EXHIBIT A
CERTIFICATE OF FORMATION
OF
NATIONAL DAIRY, LLC

DAL02:536334

TRADEMARK
REEL: 004031 FRAME: 0306

FILED
In the Office of the
Secretary of State of Texas

MAY 06 2009

Corporations Section

CERTIFICATE OF FORMATION

of

NATIONAL DAIRY, LLC

May 5, 2009

The undersigned organizer hereby executes the following Certificate of Formation for the purpose of forming a limited liability company pursuant to Section 3.005 of the Texas Business Organizations Code (the "TBOC"):

1. The filing entity being formed is a limited liability company. The name of the limited liability company is National Dairy, LLC (the "Company").
2. The address of the Company's initial registered office and the name of its registered agent at such office are as follows: CT Corporation System, 350 North St. Paul St., Dallas, Texas, 75201.
3. The purpose for which the Company is formed is the transaction of any or all business for which a limited liability company may be formed under the TBOC.
4. The Company will not have managers. The Company will be governed by its member. The name and address of its initial sole member are as follows:

National Dairy Holdings, LP
3811 Turtle Creek Blvd., Suite 1300
Dallas, TX 75219

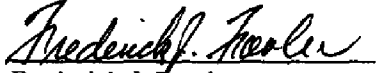
5. The filing entity is formed under a plan of merger.

[Signature page follows]

In WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first set forth above.

National Dairy Holdings, LP

By: Dairy Management LLC, its general partner

By: 
Name: Frederick J. Fowler
Title: Executive Vice President & General Counsel

CERTIFICATE OF CONVERSION

OF

NATIONAL DAIRY, LLC

FILED
In the Office of the
Secretary of State of Texas

MAY 07 2009

Corporations Section

This Certificate of Conversion is hereby executed on May 6, 2009, by National Dairy, LLC, a Texas limited liability company (the "**Company**"), pursuant to the provisions of Section 10.154 of the Texas Business Organizations Code (the "**TBOC**").

1. The name, organizational form and jurisdiction of formation of the converting entity are National Dairy, LLC, a Texas limited liability company (the "**Converting Entity**").
2. The name, organizational form and jurisdiction of formation of the converted entity will be National Dairy, LLC, a Delaware limited liability company (the "**Converted Entity**").
3. Upon conversion, the Converting Entity will continue its existence in the organizational form of the Converted Entity.
4. A signed Plan of Conversion is on file at the principal place of business of the Converting Entity, and the address of such principal place of business is: 3811 Turtle Creek Blvd., Suite 1300, Dallas, Texas 75219.
5. A signed Plan of Conversion will be on file at the principal place of business of the Converted Entity, and the address of such principal place of business is: 3811 Turtle Creek Blvd., Suite 1300, Dallas, Texas 75219.
6. A copy of the Plan of Conversion will be on written request furnished without cost by the Converting Entity before the conversion or by the Converted Entity after the conversion to any owner or member of the Converting Entity or the Converted Entity.
7. The Plan of Conversion has been approved as required by the laws of the State of Texas and the governing documents of the Converting Entity.
8. The Converted Entity is liable for the payment of all fees and franchise taxes of the Converting Entity.

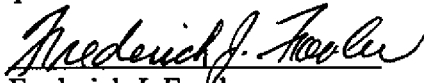
[Signature page follows]

IN WITNESS WHEREOF, this Certificate of Conversion is executed as of the date first set forth above.

NATIONAL DAIRY, LLC

**By: NATIONAL DAIRY HOLDINGS, LP, its
sole member**

**By: DAIRY MANAGEMENT LLC, its
general partner**

**By: 
Name: Frederick J. Fowler
Title: Executive Vice President & General
Counsel**