

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/30/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Carter Meister, L.L.C.		12/30/2009	LIMITED LIABILITY COMPANY: WISCONSIN
RECEIVING PARTY DATA			
Name:	DCI Cheese Company, Inc.		
Street Address:	3018 Helsan Drive		
Internal Address:	P.O. Box 282		
City:	Richfield		
State/Country:	WISCONSIN		
Postal Code:	53076		
Entity Type:	CORPORATION: WISCONSIN		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3188352	BUFFALOBLEUE JACK	
Registration Number:	3269606	RANCH JACK	
Registration Number:	3076571	GREAT MIDWEST	
Registration Number:	3079389	GREAT MIDWEST	
CORRESPONDENCE DATA			
Fax Number:	(312)862-2200		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	312-862-6371		
Email:	renee.prescan@kirkland.com		
Correspondent Name:	Renee Prescan		
Address Line 1:	300 North LaSalle Street		
Address Line 2:	Kirkland & Ellis LLP		
Address Line 4:	Chicago, ILLINOIS 60654		

CH \$115.00 3188352

900152385

TRADEMARK
REEL: 004133 FRAME: 0076

ATTORNEY DOCKET NUMBER:	40917-4 RMP
NAME OF SUBMITTER:	Renee M. Prescan
Signature:	/Renee M. Prescan/
Date:	01/19/2010
Total Attachments: 5 source=WI Merger as filed - Carter Meister_(16146931_1)#page1.tif source=WI Merger as filed - Carter Meister_(16146931_1)#page2.tif source=WI Merger as filed - Carter Meister_(16146931_1)#page3.tif source=WI Merger as filed - Carter Meister_(16146931_1)#page4.tif source=WI Merger as filed - Carter Meister_(16146931_1)#page5.tif	

Sec. 179,
180, 181,
181.1105, and
183.1204 Wis. Stats.

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



ARTICLES OF MERGER

1. Non-Surviving Parties to the Merger:

Company Name: Carter Meister, L.L.C.		
Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) See Exception below <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of WI (state or country)

Does the above named non-surviving party have a fee simple ownership interest in any Wisconsin real estate?

☐ Yes ☒ No

If yes, the surviving entity is required to file a report with the Wisconsin Department of Revenue under sec. 73.14 of the Wisconsin Statutes. (See instructions.)

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

Does the above named non-surviving party have a fee simple ownership interest in any Wisconsin real estate?

☐ Yes ☐ No

If yes, the surviving entity is required to file a report with the Wisconsin Department of Revenue under sec. 73.14 of the Wisconsin Statutes. (See instructions.)

Schedule more non-surviving parties as an additional page and indicate whether the non-surviving party has a fee simple ownership interest in any Wisconsin real estate.

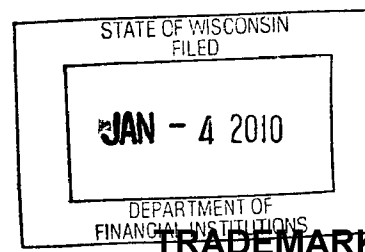
2. Surviving Entity:

Company Name: DCI Cheese Company, Inc.		
Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) See Exception below <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of WI (state or country)

EXCEPTION: If the merger involves only Chapter 180 business corporations, use form 2001.

FILING FEE - \$150.00

DFI/CORP/2000(R12/06)



3. Indicate below if the surviving entity is an indirect wholly owned subsidiary or parent:

☐ The surviving entity is a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent and the merger was approved in accordance with sec. 180.11045 and the requirements of sec. 180.11045(2) have been satisfied.

☒ The surviving entity is not a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent.

4. 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

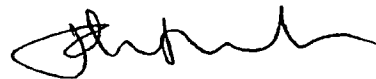
(Append or attach the **PLAN OF MERGER**, (Optional Plan of Merger template on Pages 3 & 4)

5. (OPTIONAL) Effective Date and Time of Merger

These articles of merger, when filed, shall be effective on 12/30/2009 (date) at _____ (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.)

6. Executed on December 30, 2009 (date)
by the surviving entity on behalf of all parties to the merger.



(Signature)

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

Philip Macnabb

(Printed Name)

For a **limited partnership**

Title: ☐ General Partner

For a **limited liability company**

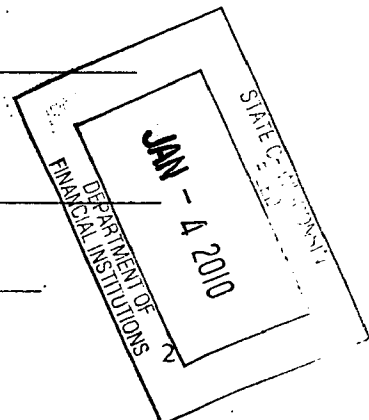
Title: ☐ Member OR ☐ Manager

For a **corporation**

Title: ☐ President OR ☒ Secretary
or other officer title _____

This document was drafted by: This document was not executed in Wisconsin.
(Name the individual who drafted the document)

DFI/CORP/2000(R12/06)



AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into as of December 30, 2009, by and between DCI Cheese Company, Inc., a Wisconsin corporation ("Parent"), and Carter Meister, L.L.C., a Wisconsin limited liability company ("Subsidiary").

WHEREAS, Subsidiary is a limited liability company duly organized and existing under the laws of the State of Wisconsin and a direct wholly owned subsidiary of Parent, a corporation duly organized and existing under the laws of the State of Wisconsin;

WHEREAS, Parent and Subsidiary have each determined that it is in the best interests of each of Parent and Subsidiary that Subsidiary shall merge with and into Parent, with Parent being the surviving entity (the "Merger"), and that each of Parent and Subsidiary shall have approved the said Merger on the terms and conditions set forth herein in accordance with the applicable provisions of the laws of the State of Wisconsin;

NOW THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereby agree:

1. The Merger. Upon the terms and conditions hereinafter set forth and in accordance with the Wisconsin Business Corporation Law, as amended (the "WBCL"), and the provisions of WIS. STAT. §§ 183.0102 et seq., as amended, on the Effective Date (as defined below), Subsidiary shall be merged with and into Parent and thereupon the separate existence of Subsidiary shall cease, and Parent, as the surviving corporation (the "Surviving Company"), shall continue to exist under and be governed by the WBCL.
2. Filing. Parent will cause Articles of Merger, in compliance with the provisions of applicable law, to be executed and filed with the Wisconsin Department of Financial Institutions (the "Articles of Merger").
3. Effective Date of Merger. The Merger shall become effective as of December 30, 2009 (the "Effective Date").
4. Articles of Incorporation and Bylaws. On the Effective Date, the Articles of Organization and Operating Agreement of Subsidiary shall terminate and cease to exist. The Articles of Incorporation and Bylaws of Parent shall govern the Surviving Company according to the applicable laws of the State of Wisconsin.
5. Officers and Directors. The persons who are officers and directors of Parent immediately prior to the Effective Date shall, after the Effective Date, remain as the officers and directors of the Surviving Company.
6. Outstanding Units of Subsidiary. On the Effective Date, by virtue of the Merger and without any action on the part of Parent or Subsidiary, each outstanding common unit of Subsidiary shall be cancelled and retired and no payment of cash or securities or other property shall be made with respect thereto.

Subsidiary shall be cancelled and retired and no payment of cash or securities or other property shall be made with respect thereto.

7. Effect of Merger. On and after the Effective Date, the Surviving Company shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of each of Parent and Subsidiary, and all obligations belonging to or due to each of Parent and Subsidiary, all of which vested in the Surviving Company without further act or deed. The Surviving Company shall be liable for all the obligations of Parent and Subsidiary; any claim existing, or action or proceeding pending, by or against Parent and Subsidiary may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or the Surviving Company may be substituted in its place; and all the rights of creditors of each of Parent and Subsidiary shall be preserved unimpaired.

* * * * *

Fee simple ownership interest ☐ Yes ☐ No (for DFI use only)
ARTICLES OF MERGER

C T Corporation System
8040 Excelsior Dr., Ste. 200
Madison, WI 53717

▲ Enter your return address within the bracket above.

Phone number during the day: () -

INSTRUCTIONS (Ref. Sec. 179.77, 180.11045, 180.1105, 181.1105, and 183.1204, Wis. Stats. for document content)

Submit one original and one exact copy along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the "Department of Financial Institutions". Filing fee is non-refundable. Sign the document manually or otherwise allowed under sec. 179.14(1g)(c), 180.0103(16), 181.0103(23) or 183.0107(1g)(c).

Mailing Address: Department of Financial Institutions Division of Corporate & Consumer Services P O Box 7846 Madison WI 53707-7846	Physical Address for Express Mail: Department of Financial Institutions Division of Corporate & Consumer Services 345 W. Washington Ave – 3 rd Fl. Madison WI 53703	Phone: 608-261-7577 FAX: 608-267-6813 TTY: 608-266-8818
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NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of entity, and state of organization of each non-surviving party to the merger. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats. Select yes or no to indicate whether the non-surviving party has a fee simple ownership interest in any Wisconsin real estate. See sec. 73.14 and 77.25, Wis. Stats., or contact the Wisconsin Department of Revenue at (608)266-1594 for questions regarding fee simple ownership interest and the filing requirements with that department.

2. Enter the company name, type of entity, and state of organization of the surviving entity.

3. Indicate whether or not the surviving entity is a Domestic or Foreign Corporation that is an indirect wholly owned subsidiary or parent. See sec. 180.11045(1)(b), Wis. Stats. for definition.

4. This Article states the manner in which the Plan of Merger was approved. If the surviving entity is a domestic or foreign nonstock corporation, complete the CONTINGENCY STATEMENT. Append or attach the Plan of Merger. A Plan of Merger template is available on pages 3 & 4. Its use is optional.

5. (Optional) If the merger is to take effect at a time other than the close of business on the day the articles of merger are delivered to the department for filing, state the effective date or date and time. An effective date may not be earlier than the date the document is delivered to the Department of Financial Institutions, nor a date more than 90 days after its delivery.

6. Enter the date of execution and the name and title of the person signing the document. If, for example, the surviving entity is a domestic limited liability company, the Articles of Merger would be signed by a Member or Manager of the limited liability company; if the surviving entity is a corporation, by an officer of the corporation, etc.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.