

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
North American Bioproducts Corporation		12/31/2012	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	Lallemand Specialties, Inc.
Street Address:	6120 West Douglas Avenue
City:	Milwaukee
State/Country:	WISCONSIN
Postal Code:	53218
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	3133078	BIO-FERM
Registration Number:	3467162	BACTENIX
Registration Number:	3467158	BACTENIX V200
Registration Number:	3467155	BACTENIX V100
Registration Number:	3467150	BACTENIX VX
Registration Number:	3467144	V50 BACTENIX
Registration Number:	3467122	BACTENIX
Registration Number:	3273769	ACETOBAN

CORRESPONDENCE DATA

Fax Number: 6173109634
 Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

OP \$215.00 3133078

Phone: (617) 439-2634
Email: docket@nutter.com
Correspondent Name: Renee' Diana Sanft
Address Line 1: 155 Seaport Boulevard
Address Line 2: Seaport West
Address Line 4: Boston, MASSACHUSETTS 02210

NAME OF SUBMITTER:

Peter Nils Baylor

Signature:

/Peter Nils Baylor/

Date:

03/04/2013

Total Attachments: 9

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STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Drive

Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER

I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of 12/31/2012. Attached is a true and correct copy of the said filing.

Surviving Entity:

LALLEMAND SPECIALTIES, INC., a Minnesota Non-Qualifying Entity

Nonsurviving Entity/Entities:

NABC INTERNATIONAL LLC, a Georgia Limited Liability Company, **NORTH AMERICAN BIOPRODUCTS CORPORATION**, a Georgia Profit Corporation, **PIEDMONT CONTRACT PACKAGING LLC**, a Georgia Limited Liability Company

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on December 31, 2012



A handwritten signature in black ink, appearing to read "B. P. Kemp".

Brian P. Kemp
Secretary of State

ARTICLES OF MERGER

of

North American Bioproducts Corporation;
NABC International LLC; and
Piedmont Contract Packaging LLC

into

Lallemand Specialties, Inc.

Pursuant to the provisions of Sec. 14-11-904 of the Georgia Limited Liability Company Act and Sec. 14-2-1105 of the Georgia Business Corporation Code, the undersigned limited liability companies and corporations hereby execute the following articles of merger and set forth the following:

1. The name and jurisdiction of organization or formation of each constituent that is merging is: North American Bioproducts Corporation, a Georgia corporation; NABC International LLC, a Georgia limited liability company; Piedmont Contract Packaging LLC, a Georgia limited liability company; and Lallemand Specialties, Inc., a Minnesota corporation.
2. The name and jurisdiction of organization or formation of the survivor into which each other constituent is merging is: Lallemand Specialties, Inc., a Minnesota corporation.
3. The articles of incorporation of Lallemand Specialties, Inc. shall not be amended in any respect by reason of these articles of merger.
4. The effective date and time of the merger is: December 31, 2012 at 11:59 pm.
5. The executed plan of merger is on file at the principal place of business of the survivor, which is located at 6120 West Douglas Avenue, Milwaukee, Wisconsin 53218.
6. A copy of the plan of merger will be furnished by the surviving corporation, on request and without cost, to any member of any constituent entity.
7. The plan of merger has been duly authorized and approved by each constituent business entity in accordance with Section 14-11-903 of the Georgia Limited Liability Company Act and Section 14-2-1103 of the Georgia Business Corporation Code.
8. The Secretary of State is appointed as agent of Lallemand Specialties, Inc. on whom process in Georgia in any action, suit, or proceeding for the enforcement of an obligation of each constituent entity to the merger may be served and the address to which a copy of the process is to be mailed is 1620 Prefontaine Street, Montreal, QC, H1W2N8 Canada.

State of Georgia
Expedite Merger 3 Page(s)

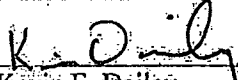
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9. The surviving corporation certifies that a Notice of Merger and a publishing fee of \$40 have been mailed or delivered to an authorized newspaper, as required by Section 14-2-1105.1 of the Georgia Business Corporation Code.


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Dated: December 31, 2012

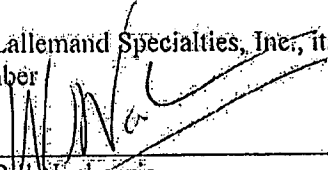
NORTH AMERICAN BIOPRODUCTS
CORPORATION


By: Kevin E. Dailey
Its: President

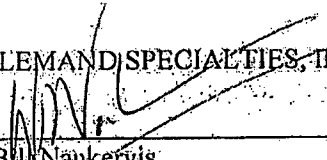
NABC INTERNATIONAL LLC


By: Kevin E. Dailey
Its: Manager

PIEDMONT CONTRACT PACKAGING
LLC

By: Lallemand Specialties, Inc., its sole
Member

By: Bill Nankervis
Its: President

LALLEMAND SPECIALTIES, INC.


By: Bill Nankervis
Its: President

2012 DEC 17 PM 12:44
REGISTRY OF STATE
CORPORATIONS DIVISION

TRADEMARK

REEL: 004974 FRAME: 0023

ARTICLES OF MERGER

of

North American Bioproducts Corporation;
NABC International LLC; and
Piedmont Contract Packaging LLC

into

Lallemand Specialties, Inc.

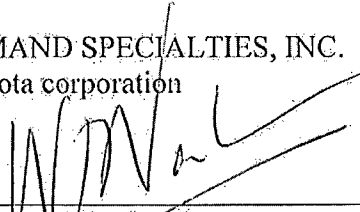
Pursuant to the provisions of the Minnesota Business Corporation Act, the undersigned entities adopt the following articles of merger:

1. The plan of merger is attached hereto as Exhibit A (the "Plan").
2. The Plan has been approved by the parent corporation in this parent-subsiidiary merger pursuant to Section 302A.621 of the Minnesota Statutes.
3. Ownership of the subsidiary entities immediately preceding the effective date of the Merger is as follows:
 - All 100 issued and outstanding shares of North American Bioproducts Corporation, a Georgia corporation, are owned by Lallemand Specialties, Inc., a Minnesota corporation ("Parent").
 - Parent is the sole Member and owner of all interests of NABC International LLC, a Georgia limited liability company.
 - Parent is the sole Member and owner of all 100 membership interests in Piedmont Contract Packaging LLC, a Georgia limited liability company.
4. The effective date of the Merger shall be December 31, 2012.

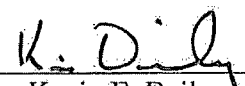
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IN WITNESS WHEREOF, the parties have executed these Articles of Merger as of this 31 day of December, 2012.


LALLEMAND SPECIALTIES, INC.
a Minnesota corporation

By: 
Name: Bill Nankervis
Its: President

NORTH AMERICAN BIOPRODUCTS
CORPORATION
a Georgia corporation

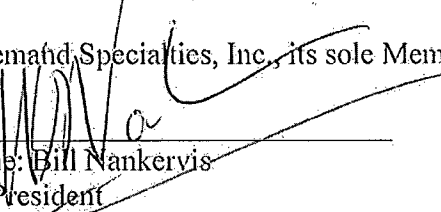
By: 
Name: Kevin E. Dailey
Its: President

NABC INTERNATIONAL LLC
a Georgia limited liability company

By: 
Name: Kevin E. Dailey
Its: Manager

PEIDMONT CONTRACT PACKAGING LLC
a Georgia limited liability company

By: Lallemand Specialties, Inc., its sole Member

By: 
Name: Bill Nankervis
Its: President

PLAN OF MERGER

This Plan of Merger, dated as of December 31, 2012, is by and between North American Bioproducts Corporation, a Georgia corporation ("NABC"), NABC International LLC, a Georgia limited liability company ("NABCI"), Piedmont Contract Packaging LLC, a Georgia limited liability company ("Piedmont", and together with NABC and NABCI, the "Subsidiaries"), and Lallemand Specialties, Inc., a Minnesota corporation ("Parent"). The Subsidiaries are each wholly-owned subsidiaries of Parent.

WHEREAS, the Board of Directors of Parent deems it in the best interest of each of Parent and the Subsidiaries that (a) each Subsidiary shall merge with and into Parent (the "Merger"), (b) Parent shall be the surviving entity (and in such capacity is herein sometimes referred to as the "Surviving Entity"), and (c) the separate legal existence of each Subsidiary shall cease, all in accordance with the applicable laws of (i) the State of Georgia, including without limitation, in accordance with the Georgia Limited Liability Company Act and the Georgia Business Corporation Code and (ii) the State of Minnesota, including without limitation, in accordance with the Minnesota Business Corporation Act.

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

1. Names. The name of the parent corporation is Lallemand Specialties, Inc., a Minnesota corporation, and the names of the subsidiary entities are North American Bioproducts Corporation, a Georgia corporation; NABC International LLC, a Georgia limited liability company; and Piedmont Contract Packaging LLC, a Georgia limited liability company.

2. Conversion of Shares. On the Effective Date of the Merger, (a) each share of common stock of NABC issued and outstanding immediately prior to the Effective Date of the Merger shall be cancelled and retired; (b) all membership interests of NABCI outstanding immediately prior to the Effective Date of the Merger shall be cancelled and retired; (c) all membership interests of Piedmont outstanding immediately prior to the Effective Date of the Merger shall be cancelled and retired; and (d) each share of common stock of Parent issued and outstanding immediately prior to the Effective Date of the Merger shall be a share of common stock of the Surviving Entity.

3. Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of Parent, as in effect on the Effective Date of the Merger, shall be the Articles of Incorporation and Bylaws of the Surviving Entity.

4. Directors and Officers. Each director and officer of Parent shall continue to serve as a director or officer of the Surviving Entity, until he shall have resigned or been removed and his successor shall have been elected and qualified.

5. Effective Date of Merger. As used herein, the term "Effective Date of Merger" shall mean December 31, 2012.

6. Articles of Merger. Following the approval of the Merger by vote of the Boards of Directors and Shareholders of Parent and NABC and unanimous consent of the members of NABCI

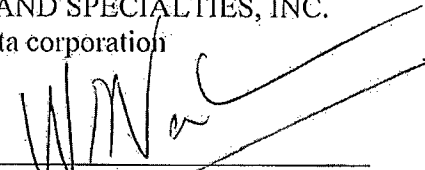
and Piedmont, respectively, Articles of Merger shall be filed with the Secretary of the State of Georgia and Secretary of the State of Minnesota.

7. Abandonment. The Merger may be abandoned by action of the Board of Directors of Parent or unanimous consent of the members of NABCI or Piedmont, respectively, at any time prior to the filing of the Articles of Merger with either the Secretary of the State of Georgia or the Secretary of the State of Minnesota in the event that it shall deem it to be in the best interests of the constituent corporations to abandon the Merger.

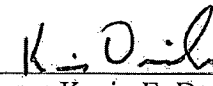
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IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date first above written.

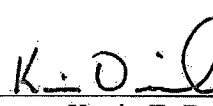
LALLEMAND SPECIALTIES, INC.
a Minnesota corporation

By: 
Name: Bill Nankervis
Its: President

NORTH AMERICAN BIOPRODUCTS
CORPORATION
a Georgia corporation

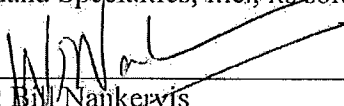
By: 
Name: Kevin E. Dailey
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NABC INTERNATIONAL LLC
a Georgia limited liability company

By: 
Name: Kevin E. Dailey
Its: Manager

PEIDMONT CONTRACT PACKAGING LLC
a Georgia limited liability company

By: Lallemand Specialties, Inc., its sole Member

By: 
Name: Bill Nankervis
Its: President

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STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

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Secretary of State