

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM361564

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	10/02/2015		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Willamette Egg Farms, L.L.C.		10/02/2015	LIMITED LIABILITY COMPANY: OREGON
RECEIVING PARTY DATA			
Name:	M. G. Waldbaum Company		
Street Address:	301 Carlson Parkway, Suite 400		
City:	Minnetonka		
State/Country:	MINNESOTA		
Postal Code:	55305		
Entity Type:	CORPORATION: NEBRASKA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2992109	WILLY'S PICKLED EGGS SPICY	
Registration Number:	2989320	WILLY'S PICKLED EGGS	
Registration Number:	4349510	WILLAMETTE EGG FARMS	
Registration Number:	4033808	WILLAMETTE FOODS	
CORRESPONDENCE DATA			
Fax Number:	6123351657		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	612-335-1562		
Email:	joel.leviton@stinson.com		
Correspondent Name:	Joel D. Leviton		
Address Line 1:	150 South 5th Street, Suite 2300		
Address Line 4:	Minneapolis, MINNESOTA 55402		
ATTORNEY DOCKET NUMBER:	2013992-0390 JDL/CEC		
NAME OF SUBMITTER:	Joel Leviton		
SIGNATURE:	/Joel Leviton/		
DATE SIGNED:	11/06/2015		

CH \$115.00 2992109

Total Attachments: 5

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ARTICLES OF MERGER
OF
WILLAMETTE EGG FARMS, L.L.C.
AND
M. G. WALDBAUM COMPANY

To the Secretary of State
State of Nebraska

Pursuant to the provisions of the Business Corporation Act of the State of Nebraska, the foreign limited liability company and the domestic corporation hereinafter named do hereby submit the following Articles of Merger:

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Willamette Egg Farms, L.L.C., an Oregon limited liability company, with and into M. G. Waldbaum Company, a Nebraska corporation, as adopted by resolution of the sole member of Willamette Egg Farms, L.L.C. on October 2, 2015 and by resolution adopted by the Board of Directors of M. G. Waldbaum Company on September 22, 2015.

2. In respect of Willamette Egg Farms, L.L.C., the designation, the number of outstanding membership interests, and the percentage of interests entitled to be cast by the sole voting group entitled to vote on the Plan of Merger herein provided for, are as follows:

- (a) Designation of membership interests of voting group: Common
- (b) Percentage interests of voting group: 100%
- (c) Percentage interests entitled to be cast on the Plan of Merger: 100%

3. In respect of Willamette Egg Farms, L.L.C., the total percentage interests cast for the Plan of Merger herein provided for by the sole voting group entitled to vote on the said Plan of Merger is as follows:

- (a) Designation of shares of voting group: Common
- (b) Number of undisputed percentage interests cast for the Plan of Merger: 100%

4. In respect of M. G. Waldbaum Company, the designation, the number of outstanding shares, and the number of votes entitled to be cast by the sole voting group entitled to vote on the Plan of Merger herein provided for, are as follows:

- (a) Designation of shares of voting group: Common Voting – 12,000
Preferred Voting – 468,640
- (b) Number of outstanding shares of voting group: Common Voting – 12,000
Preferred Voting – 468,640
- (c) Number of votes of voting group entitled to be cast on the Plan of Merger: 480,640

5. In respect of M. G. Waldbaum Company, the total number of undisputed votes cast for the Plan of Merger herein provided for by the sole voting group entitled to vote on the said Plan of Merger is as follows:

- (a) Designation of shares of voting group: Common Voting – 12,000
Preferred Voting – 468,640
- (a) Number of undisputed votes of voting group cast for the Plan of Merger: 480,640

6. The said number of percentage interests and votes cast for the said merger was sufficient for the approval thereof by each said voting group.

7. The merger of Willamette Egg Farms, L.L.C. and M. G. Waldbaum Company is permitted by the laws of the jurisdiction of organization of Willamette Egg Farms, L.L.C. and has been authorized in compliance with said laws.

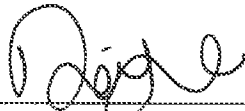
8. The effective time and date in the State of Nebraska of the merger herein provided shall be 11:59 p.m. Pacific Time on October 3, 2015.

[Signature Page Follows]

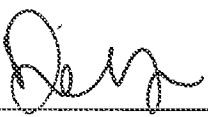
Executed on October 2, 2015

WILLAMETTE EGG FARMS, L.L.C.

By: M. G. Waldbaum Company,
its manager

By: 
Diedre J. Gray, Assistant Secretary

M. G. WALDBAUM COMPANY

By: 
Diedre J. Gray, Assistant Secretary

[SIGNATURE PAGE TO ARTICLES OF MERGER]

TRADEMARK
REEL: 005663 FRAME: 0698

PLAN OF MERGER
OF
WILLAMETTE EGG FARMS, L.L.C.
WITH AND INTO
M. G. WALDBAUM COMPANY

- (1) (a) The names of the entities proposing to merge are:
- Willamette Egg Farms, L.L.C., an Oregon limited liability company
and
M.G. Waldbaum Company, a Nebraska corporation
- (b) The name of the entity into which such entities propose to merge is M. G. Waldbaum Company, which is herein designated as the "surviving entity".
- (2) The terms and conditions of the proposed merger and the mode of carrying it into effect are as follows:
- (a) The surviving corporation will possess all the rights, privileges, immunities, and franchises, as well of a public as a private nature, of Willamette Egg Farms, L.L.C.; and all property, real, personal, and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to Willamette Egg Farms, L.L.C. will be taken and deemed to be transferred to and vested in the surviving corporation without further act or deed; and the title to any real estate, or any interest therein, under the laws of this state vested in any of such entities will not revert or be in any way impaired by reason of such merger. The members or officers and directors of the entities are hereby authorized to execute all deeds, assignments and other documents of every nature which may be needed to effectuate a full and complete transfer of ownership as herein authorized.
- (b) The surviving corporation will be responsible and liable for all the liabilities and obligations of Willamette Egg Farms, L.L.C.; and any claim existing or action or proceeding pending by or against Willamette Egg Farms, L.L.C. may be prosecuted to judgment as if such merger had not taken place, or the surviving corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of Willamette Egg Farms, L.L.C. will be impaired by such merger.
- (c) The officers and directors of the surviving corporation are to continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the surviving corporation.
- (d) The effective date of the merger shall be 11:59 p.m. Pacific Time on October 3, 2015.

- (3) The manner and basis of converting the membership interests of Willamette Egg Farms, L.L.C. into cash, property, shares or other securities or obligations of the surviving entity are as follows: Since the surviving corporation owns all of the issued and outstanding membership interests of Willamette Egg Farms, LLC, no additional stock or securities of the surviving corporation will be issued in the merger.
- (4) The articles of incorporation of the surviving corporation are to be amended as follows: N/A
- (5) Other provisions of the merger are as follows: N/A