

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM435325

|                              |                |
|------------------------------|----------------|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT |
| <b>NATURE OF CONVEYANCE:</b> | MERGER         |
| <b>EFFECTIVE DATE:</b>       | 04/01/2017     |

## CONVEYING PARTY DATA

| Name                           | Formerly | Execution Date | Entity Type                         |
|--------------------------------|----------|----------------|-------------------------------------|
| Swiss Valley Farms Cooperative |          | 04/01/2017     | Cooperative Association:<br>INDIANA |

## RECEIVING PARTY DATA

|                        |                                   |
|------------------------|-----------------------------------|
| <b>Name:</b>           | Prarie Farms Dairy, Inc.          |
| <b>Street Address:</b> | 1100 Broadway                     |
| <b>City:</b>           | Carlinville                       |
| <b>State/Country:</b>  | ILLINOIS                          |
| <b>Postal Code:</b>    | 62626                             |
| <b>Entity Type:</b>    | Cooperative Association: ILLINOIS |

## PROPERTY NUMBERS Total: 8

| Property Type        | Number  | Word Mark          |
|----------------------|---------|--------------------|
| Registration Number: | 4003601 |                    |
| Registration Number: | 4007218 | ST. MARY'S         |
| Registration Number: | 4013436 | VERDANT            |
| Registration Number: | 3881907 | CAVES OF FARIBAULT |
| Registration Number: | 3882952 | AMAGORG            |
| Registration Number: | 3771012 | THE CHEESE CAVE    |
| Registration Number: | 3632923 | ST. PETE'S SELECT  |
| Registration Number: | 2776213 | AMABLU             |

## CORRESPONDENCE DATA

Fax Number: 3192867050

*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.*

Phone: 319-286-7000

Email: shoge@nyemaster.com

Correspondent Name: Robeer W. Hoke

Address Line 1: 625 First Street SE

Address Line 2: Suite 400

Address Line 4: Cedar Rapids, IOWA 52401

OP \$215.00 4003601

|   |                    |
|---|--------------------|
| <b>NAME OF SUBMITTER:</b>   | Stephanie L Hoge   |
| <b>SIGNATURE:</b>   | /Stephanie L Hoge/ |
| <b>DATE SIGNED:</b>   | 07/17/2017         |
| <b>Total Attachments: 9</b><br>source=PFD_SVF_Merger Docs#page1.tif<br>source=PFD_SVF_Merger Docs#page2.tif<br>source=PFD_SVF_Merger Docs#page3.tif<br>source=PFD_SVF_Merger Docs#page4.tif<br>source=PFD_SVF_Merger Docs#page5.tif<br>source=PFD_SVF_Merger Docs#page6.tif<br>source=PFD_SVF_Merger Docs#page7.tif<br>source=PFD_SVF_Merger Docs#page8.tif<br>source=PFD_SVF_Merger Docs#page9.tif |                    |



## OFFICE OF THE SECRETARY OF STATE

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JESSE WHITE • Secretary of State

March 31, 2017

C T Corporation System  
118 W Edwards St Ste 200.  
Springfield IL 62704

RE: PRAIRIE FARMS DAIRY, INC. 4984-415-8

Dear Sir or Madam:

In accordance with your request, Articles of Merger under the Agricultural Co-operative Act regarding the above corporation were filed in this office as of this date.

Filing fee of \$100.00 is hereby acknowledged.

Statute requires that a certified copy of the Articles of Merger must be filed with the Director of the Department of Agriculture.

Sincerely,

A handwritten signature in cursive script that reads "Jesse White".

Jesse White  
Secretary of State  
Department of Business Services  
Corporation Division  
(217) 782-6961

FORM **BCA 11.25** (rev. Dec. 2003)  
**ARTICLES OF MERGER,  
 CONSOLIDATION OR EXCHANGE**  
 Business Corporation Act

Secretary of State  
 Department of Business Services  
 501 S. Second St., Rm. 350  
 Springfield, IL 62756  
 217-782-6961  
 www.cyberdriveillinois.com

**FILED**

**MAR 31 2017**

**JESSE WHITE  
 SECRETARY OF STATE**

Remit payment in the form of a  
 check or money order payable  
 to Secretary of State.

Filing fee is \$100, but if merger or  
 consolidation involves more than two  
 corporations, submit \$50 for each  
 additional corporation.

File # 4984-415-8 Filing Fee: \$ 100.00 Approved: JW

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

**NOTE: Strike inapplicable words in Items 1, 3, 4 and 5.**

1. Names of Corporations proposing to ~~consolidate~~ <sup>merge</sup> and State or Country of incorporation.  
~~exchange shares~~

| Name of Corporation                   | State or Country of Incorporation | Corporation File Number |
|---------------------------------------|-----------------------------------|-------------------------|
| <u>Prairie Farms Dairy, Inc.</u>      | <u>Illinois</u>                   | <u>4984-415-8</u>       |
| <u>Swiss Valley Farms Cooperative</u> | <u>Iowa</u>                       | <u>0517-282-9</u>       |
|                                       |                                   |                         |
|                                       |                                   |                         |

2. The laws of the state or country under which each Corporation is incorporated permits such merger, consolidation or exchange.

3. a. Name of the ~~new~~ <sup>surviving</sup> corporation: Prairie Farms Dairy, Inc.  
~~acquiring~~

b. Corporation shall be governed by the laws of: Illinois

For more space, attach additional sheets of this size.

4. Plan of ~~consolidation~~ <sup>merger</sup> is as follows:  
~~exchange~~  
 See Exhibit A.

merger  
 5. The consolidation was approved, as to each Corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois Corporation, as follows:

The following items are not applicable to mergers under §11.30 — 90 percent-owned subsidiary provisions. (See Article 7 on page 3.)

Mark an "X" in one box only for each Illinois Corporation.

| Name of Corporation:      | By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20) | By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 and §11.20. | By written consent of ALL shareholders entitled to vote on the action, in accordance with §7.10 and §11.20. |
|---------------------------|--|--|---|
| Prairie Farms Dairy, Inc. | <input checked="" type="checkbox"/>  | <input type="checkbox"/>   | <input type="checkbox"/>  |
| _____                     | <input type="checkbox"/>   | <input type="checkbox"/>   | <input type="checkbox"/>  |
| _____                     | <input type="checkbox"/>   | <input type="checkbox"/>   | <input type="checkbox"/>  |
| _____                     | <input type="checkbox"/>   | <input type="checkbox"/>   | <input type="checkbox"/>  |
| _____                     | <input type="checkbox"/>   | <input type="checkbox"/>   | <input type="checkbox"/>  |

6. Not applicable if surviving, new or acquiring Corporation is an Illinois Corporation.

It is agreed that, upon and after the filing of the Articles of Merger, Consolidation or Exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring Corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving, new or acquiring Corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring Corporation to accept service of process in any such proceedings, and
- c. The surviving, new or acquiring Corporation will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. Complete if reporting a merger under §11.30 — 90 percent-owned subsidiary provisions.

a. The number of outstanding shares of each class of each merging subsidiary Corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent Corporation:

| Name of Corporation | Total Number of Shares Outstanding of Each Class | Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation |
|---------------------|--|--|
| _____               | _____  | _____  |
| _____               | _____  | _____  |
| _____               | _____  | _____  |
| _____               | _____  | _____  |

b. Not applicable to 100 percent-owned subsidiaries.

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was \_\_\_\_\_  
Month Day Year

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received?  Yes  No

(If "No," duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated March 31, 2017 Prairie Farms Dairy, Inc.  
Month Day Year Exact Name of Corporation

Edward L. Mullins  
Any Authorized Officer's Signature  
EDWARD L. MULLINS  
Name and Title (type or print)  
CEO / Executive Vice President

Dated March 31, 2017 Swiss Valley Farms Cooperative  
Month Day Year Exact Name of Corporation

\_\_\_\_\_  
Any Authorized Officer's Signature  
\_\_\_\_\_  
Name and Title (type or print)

Dated \_\_\_\_\_, \_\_\_\_\_  
Month Day Year Exact Name of Corporation

\_\_\_\_\_  
Any Authorized Officer's Signature  
\_\_\_\_\_  
Name and Title (type or print)

7. Complete if reporting a merger under §11.30 — 90 percent-owned subsidiary provisions.

a. The number of outstanding shares of each class of each merging subsidiary Corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent Corporation:

| Name of Corporation | Total Number of Shares Outstanding of Each Class | Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation |
|---------------------|--|--|
| _____               | _____  | _____  |
| _____               | _____  | _____  |
| _____               | _____  | _____  |
| _____               | _____  | _____  |

b. Not applicable to 100 percent-owned subsidiaries.


The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_  
Month Day Year

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received?  Yes  No

(If "No," duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated March 31, 2017 Prairie Farms Dairy, Inc.  
Month Day Year Exact Name of Corporation  
 \_\_\_\_\_  
Any Authorized Officer's Signature  
 \_\_\_\_\_  
Name and Title (type or print)

Dated March 31, 2017 Swiss Valley Farms Cooperative  
Month Day Year Exact Name of Corporation  
  
Any Authorized Officer's Signature  
Chris D. Hoyer CEO  
Name and Title (type or print)

Dated \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_  
Month Day Year Exact Name of Corporation  
 \_\_\_\_\_  
Any Authorized Officer's Signature  
 \_\_\_\_\_  
Name and Title (type or print)

**PLAN OF MERGER**  
**OF**  
**SWISS VALLEY FARMS COOPERATIVE**  
**WITH AND INTO**  
**PRAIRIE FARMS DAIRY, INC.**

**ARTICLE I**  
**THE MERGER**

Section 1.1 Parties. In accordance with this Plan of Merger (“Plan of Merger”) and the applicable Iowa and Illinois state laws, SWISS VALLEY FARMS COOPERATIVE, a cooperative association organized under the laws of the State of Iowa (“SVF”) shall be merged (the “Merger”) with and into PRAIRIE FARMS DAIRY, INC., an agricultural cooperative association organized under the laws of the State of Illinois (“PFD”).

Section 1.2 Effective Time. The effective time of the Merger (the “Effective Time”) shall be 12:01 a.m. on April 1, 2017.

Section 1.3 The Surviving Cooperation. At the Effective Time, SVF shall be merged with and into PFD and the separate corporate existence of SVF shall cease and PFD shall continue as the surviving entity (the “Surviving Entity”) in the Merger.

Section 1.4 Articles of Incorporation. The Amended and Restated Articles of Incorporation of PFD in effect as of the Effective Time shall constitute and be the Amended and Restated Articles of Incorporation of the Surviving Entity until amended and changed as provided therein or by law.

Section 1.5 Bylaws. At the Effective Time of the Merger, the Bylaws of PFD shall be amended and restated in the form presented to the PFD members and SVF members, and thereafter shall constitute and be the Amended and Restated Bylaws of the Surviving Entity until amended and changed as provided therein or by law.

Section 1.6 Directors and Officers. On the Effective Time of the Merger, (a) the then-current directors of PFD plus six additional directors designated by SVF (the “SVF Directors”) prior to the Effective Time will be the directors of the Surviving Corporation and (b) the then-current officers of PFD will be the officers of the Surviving Corporation, and, in each case, will hold office from the Effective Time in accordance with the Amended and Restated Articles of Incorporation and Amended and Restated Bylaws of the Surviving Entity until their respective successors are duly elected or appointed.

Section 1.7 Manner and Basis of Conversion of Membership and Equity. At the Effective Time of the Merger, automatically by virtue of the Merger and without any action on



the part of any person, the interest of each SVF member, former SVF member or SVF allocated equities holder as a stockholder and/or holder of SVF allocated equity, as the case may be, will be converted into such person's right to receive, as applicable, the following:

1.7.1 The share of SVF Common Stock held by each SVF member which holds a Grade "A" Milk permit (the "New PFD Member") will be converted into 1,700 shares of PFD Common Stock; provided that the New PFD Member executes the PFD Milk Marketing Agreement;

1.7.2 Subject to adjustment, the SVF allocated equity for each SVF allocated equities holder as set forth in the SVF allocated equities accounts will be converted into allocated equities of PFD in an amount equal to the amount of SVF allocated equities set forth in the SVF allocated equities account(s) immediately prior to the Effective Time, subject to the terms of revolvment with respect to the PFD allocated equities issued in connection with the Merger. From and after the Effective Time, the SVF allocated equity shall be cancelled; and

1.7.3 Each SVF member which (i) does not hold a Grade A Milk permit; (ii) is a producer and handler; (iii) sells or markets milk to persons other than SVF and/or (iv) does not execute the PFD Milk Marketing Agreement (each a "Non-Qualified SVF Member") prior to the Effective Time will (a) not be entitled to receive any PFD Common Stock and (b) will no longer be a SVF member. Such Non-Qualified SVF Member's SVF Common Stock will be converted into the right to receive the par value of the SVF Common Stock in accordance with the SVF Bylaws, which shall be paid in immediately available funds by PFD promptly following the Effective Time. The SVF allocated equity of such Non-Qualified SVF Members will be converted into allocated equities in PFD as described in Section 1.7.2.

**Section 1.8 Certain Effects of the Merger. At the Effective Time of the Merger:**

1.8.1 All assets, rights, franchises and interest of SVF in and to every type of property shall be vested in PFD by virtue of the Merger without any deed or other transfer; and PFD, without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of property, franchises, and interest, in the same manner and to the same extent as such rights, franchises and interests were held and enjoyed by SVF immediately prior to the Effective Time;

1.8.2 PFD shall be liable for all of the liabilities of SVF and shall be bound by and subject to all of the obligations and contracts of SVF. Without limiting the generality of the foregoing, all rights of creditors and obligees and all liens on property of SVF shall be preserved and unimpaired; and

1.8.3 The SVF common stock and SVF allocated equity shall be converted into and exchanged for the right to receive the consideration as and to the extent set forth in Section 1.7.

**Section 1.9 Amendment and Termination.**

1.9.1 At any time prior to the filing of this Plan of Merger with the Secretary of State of Iowa and the Secretary of State of Illinois, this Plan of Merger may be amended, to

the fullest extent permitted by applicable law, by an agreement in writing duly approved by the Boards of Directors of each of SVF and PFD.

1.9.2 At any time prior to the filing of this Plan of Merger with the Secretary of State of Iowa and the Secretary of State of Illinois, notwithstanding the adoption of this Plan of Merger by the shareholders of PFD and the members of SVF, this Plan of Merger may be terminated and abandoned by an agreement in writing duly approved by the Boards of Directors of each of SVF and PFD.

Section 1.10 Governing Law. This Plan of Merger shall be governed by and construed in accordance with the internal Laws of the State of Illinois without reference to such state's or any other jurisdiction's principles of conflicts of law.

*[The remainder of this page is intentionally left blank.]*

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

**SWISS VALLEY FARMS  
COOPERATIVE**

By: *Chris D. Hoeger*

Name: *Chris D. Hoeger*

Title: *CEO*

**PRAIRIE FARMS DAIRY, INC.**

By: *Edward L. Mullins*

Name: *EDWARD L. MULLINS*

Title: *CEO / Executive Vice President*