

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM487712

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	03/31/2018		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Saputo Acquisition, Inc.		03/31/2018	Corporation:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Saputo Cheese USA Inc		
<b>Street Address:</b>	One Overlook Point, Suite 300		
<b>Internal Address:</b>	Lincolnshire Corporate Center		
<b>City:</b>	Lincolnshire		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60069		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	85396667	FRIGO	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3129939767		
<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>			
<b>Phone:</b>	3128767700		
<b>Email:</b>	thomas.buettner@lw.com		
<b>Correspondent Name:</b>	Thomas J. Buettner		
<b>Address Line 1:</b>	Latham & Watkins LLP		
<b>Address Line 2:</b>	330 North Wabash Avenue, Suite 2800		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60611		
<b>ATTORNEY DOCKET NUMBER:</b>	055603-0004		
<b>NAME OF SUBMITTER:</b>	Thomas J. Buettner		
<b>SIGNATURE:</b>	/tjb/		
<b>DATE SIGNED:</b>	08/28/2018		
<b>Total Attachments: 9</b>			
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# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SAPUTO ACQUISITION, INC.", A DELAWARE CORPORATION, WITH AND INTO "SAPUTO CHEESE USA INC." UNDER THE NAME OF "SAPUTO CHEESE USA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE SECOND DAY OF APRIL, A.D. 2018, AT 10:16 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Jeffrey W. Bullock, Secretary of State

2178089 8100M  
SR# 20182345848

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202430265  
Date: 04-02-18

TRADEMARK  
REEL: 006423 FRAME: 0432

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**SAPUTO ACQUISITION, INC.**

**WITH AND INTO**

**SAPUTO CHEESE USA INC.**

Saputo Acquisition, Inc., a Delaware corporation (the "Corporation"), does hereby  
that:

certify

**FIRST:** The Corporation was organized pursuant to the provisions of the General Corporation Law of the State of Delaware (the "DGCL"), on November 5, 1997.

**SECOND:** The Corporation is the owner of stocks representing 99.99991 % of the outstanding shares of common stock of Saputo Cheese USA Inc., a Delaware corporation (the "Surviving Corporation"). The common stock is the only class of capital stock of the Surviving Corporation issued and outstanding.

**THIRD:** The Corporation, by resolutions (the "Resolutions of Merger") duly adopted by the unanimous written consent of its Board of Directors (the "Board"), dated March 31, 2018, determined to effect a merger of the Corporation with and into the Surviving Corporation pursuant to Section 253 of the DGCL, in which the Surviving Corporation shall be the surviving corporation (the "Merger"). A true and correct copy of the Resolutions of Merger is annexed hereto as Exhibit A and incorporated herein by reference. The Resolutions of Merger have not been amended, modified, rescinded or revoked and are in full force and effect on the date hereof.

**FOURTH:** The Merger has been approved by the written consent in lieu of a meeting of the sole stockholder of the Corporation pursuant to Section 228 of the DGCL, and such approval has not been modified or rescinded and is in full force and effect on the date hereof.

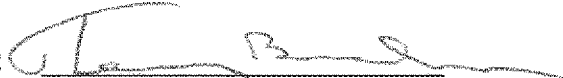
**FIFTH:** For accounting purposes only, this Certificate of Ownership and Merger shall become effective at 11:59 P.M. Eastern Standard Time on March 31, 2018.

*Signature page follows.*

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer this 31st day of March 2018.

SAPUTO ACQUISITION, INC.

By:



Name: Terry Brockman

Title: Director and President

Exhibit A  
**RESOLUTIONS OF MERGER**

**UNANIMOUS WRITTEN CONSENT  
OF THE  
BOARD OF DIRECTORS OF  
SAPUTO ACQUISITION, INC.**

March 31, 2018

The undersigned, being all of the members of the Board of Directors (the "Board") of SAPUTO ACQUISITION, INC., a Delaware corporation (the "Corporation"), acting pursuant to Section 141(f) of the Delaware General Corporation Law, as amended (the "DGCL"), hereby consent to, authorize and adopt the following resolutions with the same force and effect as if the undersigned were personally present at a meeting of the Board and had voted for the same:

**Approval of the Merger**

**WHEREAS**, the Corporation is the owner of stocks representing 99.99991% of the issued and outstanding common stock (the "Common Stock") of Saputo Cheese USA Inc., a Delaware corporation (the "Surviving Corporation");

**WHEREAS**, the Common Stock is the only class of capital stock of the Surviving Corporation issued and outstanding;

**WHEREAS**, the Board has determined that it is advisable and in the best interests of the Corporation to authorize and approve the merger of the Corporation with and into the Surviving Corporation pursuant to Section 253 of the DGCL (the "Merger"), with the Surviving Corporation being the surviving corporation and continuing the corporate existence under the DGCL to be possessed of all the estate, property, rights, privileges and franchises of the Corporation; and

**WHEREAS**, the parties intend that the Merger be treated for U.S. federal income tax purposes as a tax-free reorganization under Section 368 of the Internal Revenue Code of 1986, as amended (the "Code"), and that this consent, together with a certificate of ownership and merger setting forth a copy of the resolutions to effect the Merger (the "Certificate of Ownership and Merger") and all related documents and consents, shall constitute a plan of reorganization within the meaning of the Treasury Regulations promulgated under Section 368 of the Code.

**NOW, THEREFORE, BE IT RESOLVED**, that the Merger is hereby approved and that the Corporation shall be, and hereby is, authorized and

empowered to enter into and perform its obligations under any agreement, instrument or certificate required or permitted to be entered into by the Corporation in order to consummate the Merger;

**FURTHER RESOLVED**, that (i) at the effective time of the Merger, without any action on the part of the parties hereto, each share of common stock, par value \$0.01 per share, of the Corporation issued and outstanding immediately prior to the effective time of the Merger shall be converted into and become one validly issued, fully paid and non-assessable share of Common Stock of the Surviving Corporation, and from and after the effective time, all certificates representing the common stock of the Corporation shall be deemed for all purposes to represent the number of shares of Common Stock of the Surviving Corporation into which they were converted in accordance with these resolutions;

**FURTHER RESOLVED**, that any officer of the Corporation shall be, and each of them acting alone hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to prepare, execute and deliver the Certificate of Ownership and Merger, pursuant to which the Surviving Corporation shall assume all liabilities and obligations of the Corporation, and to file such Certificate of Ownership and Merger in the office of the Secretary of State of the State of Delaware, and any other certificates, documents, agreements and instruments that any such officer executing such document may, in the exercise of such officer's discretion, deem necessary, advisable and in the best interests of the Corporation in order to consummate and effect the Merger, together with such amendments and modifications thereof as shall be made therein with the approval of any such officer, the execution of which shall be conclusive evidence of such approval;

**FURTHER RESOLVED**, that any officer of the Corporation shall be, and each of them acting alone hereby is, authorized, empowered and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect the Merger; and

**FURTHER RESOLVED**, the actions of any officer of the Corporation with respect to the Merger taken prior to this date be, and they hereby are, ratified, confirmed and approved for all purposes and in all respects.

### **General**

**RESOLVED**, that any officer of the Corporation shall be, and each of them acting alone hereby is, authorized, empowered and directed to prepare, execute, deliver, acknowledge, attest, file and record (or cause to be prepared, executed, delivered, acknowledged, attested, filed and recorded), as applicable, such agreements, instruments, applications, statements, certificates and other documents (together with any amendments or other modifications thereto as such officer shall deem necessary or advisable), to seek such authorizations and approvals, and to take (or cause to be taken) such other actions as such officer shall deem necessary,



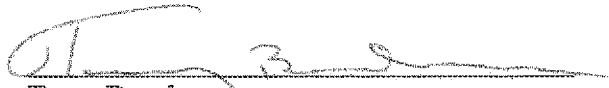
appropriate or advisable in order to carry out the purpose of each of the foregoing resolutions and the intent thereof, including all things incidental thereto, and that the execution, delivery, acknowledgement, attestation, filing and/or recording of any agreement, instrument, application, statement, certificate or other document, or the taking of any such action, by such officer shall be conclusive evidence of the due authorization thereof by the Corporation;


**FURTHER RESOLVED**, that any document heretofore executed and any action heretofore taken by any officer of the Corporation in furtherance of the business of the Corporation to the extent otherwise authorized, permitted or contemplated by these resolutions be, and each of them hereby is, ratified, confirmed and approved for all purposes and in all respects;

**FURTHER RESOLVED**, that this Unanimous Written Consent may be executed in counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one instrument.

*[Signature Page Follows]*

IN WITNESS WHEREOF, each of the undersigned has hereunder set his hand on the date first written above.

  
Terry Brockman

  
Robert Edwards

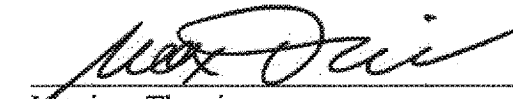
\_\_\_\_\_  
Maxime Therrien

**BEING ALL THE MEMBERS OF THE  
BOARD OF DIRECTORS OF SAPUTO  
ACQUISITION, INC.**

**IN WITNESS WHEREOF**, each of the undersigned has hereunder set his hand on the date first written above.

\_\_\_\_\_  
Terry Brockman

\_\_\_\_\_  
Robert Edwards

  
\_\_\_\_\_  
Maxime Therrien

**BEING ALL THE MEMBERS OF THE  
BOARD OF DIRECTORS OF SAPUTO  
ACQUISITION, INC.**