

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM789459

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/31/2021		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Saputo Specialty Cheese USA Inc.		03/31/2021	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Saputo Cheese USA Inc.		
Street Address:	One Overlook Point		
Internal Address:	Suite 300		
City:	Lincolnshire		
State/Country:	ILLINOIS		
Postal Code:	60069		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 50			
Property Type	Number	Word Mark	
Serial Number:	78405893	ADVANTAGE GOURMET	
Serial Number:	78335678	ALPENHAUS	
Serial Number:	78206231	AMISH TRADITIONS	
Serial Number:	78206100	AMISH TRADITIONS	
Serial Number:	75576631	BELLA COLLINA	
Serial Number:	76168620	CAESAR JACK	
Serial Number:	73584704	CHEVRION	
Serial Number:	85230097	COUNTY LINE	
Serial Number:	71380455	COUNTY LINE	
Serial Number:	88507746	COUNTY LINE DELI QUALITY SINCE 1920	
Serial Number:	76451427	CROISSANT TWIRLS	
Serial Number:	75752806	DANAMARK	
Serial Number:	78490713	DELI USA	
Serial Number:	73212178	DORMAN'S	
Serial Number:	78176663	DUTCHMARK	
Serial Number:	77445425	EL CORTIJO	
Serial Number:	86589694	ERIN GOLD	

OP \$1265.00 78405893

Property Type	Number	Word Mark
Serial Number:	77000797	EUROPEAN LEGACY
Serial Number:	85020451	FARMERS PROMISE
Serial Number:	78233183	FLORALIE
Serial Number:	78606153	GREAT MIDWEST
Serial Number:	77572062	GREEK ISLE
Serial Number:	77585950	GREEK ISLE
Serial Number:	76567114	GREEN BAY CHEESE
Serial Number:	77086292	IL GIARDINO
Serial Number:	73772383	IL GIARDINO
Serial Number:	77086280	JOAN OF ARC
Serial Number:	71105996	JOAN OF ARC
Serial Number:	77086287	KING'S CHOICE
Serial Number:	77450936	LE GRAND LUXE
Serial Number:	78548035	LEGENDS OF CHEDDAR
Serial Number:	74293211	LOST CREEK FARMS
Serial Number:	74498574	MAITRE D'
Serial Number:	85574011	METROPOLITAIN
Serial Number:	77886600	METROPOLITAIN
Serial Number:	72379000	MUN-CHEE
Serial Number:	74199705	NIKOS
Serial Number:	88618123	ORGANIC CREAMERY
Serial Number:	77601966	ORGANIC CREAMERY
Serial Number:	76369367	ORGANIC CREAMERY
Serial Number:	78566972	PARTY EXPRESS
Serial Number:	73549469	PASSPORT
Serial Number:	85009659	RED LEAF
Serial Number:	75384507	SALEMVILLE
Serial Number:	78191552	SAN DOMENICO
Serial Number:	78178387	SILLY CHEESE
Serial Number:	85005175	SMOKEHAUS BLUE
Serial Number:	73044821	SPRUCE MOUNTAIN SHARP
Serial Number:	75609594	TIMBER LAKE
Serial Number:	73531315	

CORRESPONDENCE DATA

Fax Number:

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.

Email: simon.lemay@saputo.com

Correspondent Name: Simon Lemay
Address Line 1: One Overlook Point
Address Line 2: Suite 300
Address Line 4: Lincolnshire, ILLINOIS 60069

NAME OF SUBMITTER: Simon Lemay

SIGNATURE: /SIMONLEMAY/

DATE SIGNED: 02/24/2023

Total Attachments: 13

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AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, dated as of March 31, 2021 (this “*Agreement*”), is made and entered into by and between Saputo Cheese USA Inc., a Delaware corporation (“*Surviving Entity*”), and Saputo Specialty Cheese USA Inc., a Delaware corporation (“*Cheese USA*”).

RECITALS

WHEREAS, Cheese USA is a Delaware corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having originally been filed in the Office of the Secretary of State of the State of Delaware on April 11, 2005;

WHEREAS, Surviving Entity is a Delaware corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having originally been filed in the Office of the Secretary of State of the State of Delaware on November 14, 1988;

WHEREAS, Cheese USA is a wholly-owned subsidiary of Surviving Entity;

WHEREAS, each of Surviving Entity and Cheese USA wishes that Cheese USA be merged with and into Surviving Entity, with Surviving Entity continuing as the surviving entity (the “*Merger*”);

WHEREAS, the Board of Directors of Surviving Entity has (a) determined it to be advisable and in the best interests of the respective corporations and their respective stockholders to enter into this Agreement and to consummate the transactions contemplated hereby, including the Merger, (b) authorized and approved the Merger and adopted this Agreement and (c) authorized and approved the execution, delivery and performance of this Agreement and the consummation of the transactions contemplated hereby; and

WHEREAS, the parties agree that for United States federal and state income tax purposes, the Merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the “*Code*”) and/or as a tax-free liquidation under Section 332 of the Code, and this Agreement shall be treated as a “plan of reorganization” and/or a “plan of liquidation,” respectively, as defined in the Code and the Treasury Regulations promulgated thereunder.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants, terms and conditions set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the parties hereto hereby agree as follows:

ARTICLE I MERGER

Section 1.1 Merger. At the Effective Time (as defined below), Cheese USA shall be merged with and into Surviving Entity in accordance with Section 253 of the Delaware General Corporation Law (“*DGCL*”). The separate existence of Cheese USA shall thereupon

cease and Surviving Entity shall thereupon continue its corporate existence under the laws of the State of Delaware.

Section 1.2 *Effective Time.* The Merger shall become effective at the time and date set forth in the Certificate of Merger to be filed with the Secretary of State of the State of Delaware in accordance with the DGCL (the “*Effective Time*”).

Section 1.3 *Effect of Merger.* The Merger shall have the effect specified in the DGCL. Without limiting the generality of the foregoing, in the Merger, Surviving Entity shall succeed, insofar as provided by law, to all rights, privileges, immunities, franchises, assets, liabilities duties and obligations of Cheese USA in accordance with the DGCL.

ARTICLE II NAME, CERTIFICATE OF INCORPORATION, BYLAWS AND DIRECTORS AND OFFICERS OF THE SURVIVING CORPORATION

Section 2.1 *Name.* Following the completion of the Merger, the name of Surviving Entity shall remain “Saputo Cheese USA Inc.” until changed in accordance with applicable laws.

Section 2.2 *Certificate of Incorporation.* The Certificate of Incorporation of Surviving Entity, as amended and in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of Surviving Entity immediately following the completion of the Merger until further amended in accordance with the provisions thereof and applicable laws.

Section 2.3 *Bylaws.* The Bylaws of Surviving Entity, as amended and in effect immediately prior to the Effective Time, shall be the Bylaws of Surviving Entity immediately following the completion of the Merger until further amended in accordance with the provisions thereof and applicable laws.

Section 2.4 *Directors and Officers.* The directors and officers of Surviving Entity immediately prior to the Effective Time shall be the directors and officers, respectively, of Surviving Entity, each until the expiration of the current term of such director or executive officer as such, the appointment, election and qualification of his or her respective successor or his or her prior death, resignation, retirement or removal from directorship or office, as applicable.

ARTICLE III CONVERSION OF SECURITIES

Section 3.1 *Conversion.* At the Effective Time, (i) each share of common stock of Surviving Entity shall remain issued and outstanding and (ii) each share of common stock of Cheese USA shall forthwith no longer be outstanding, shall be cancelled and shall cease to exist and no consideration shall be issued in respect thereof and each certificate, if any, previously representing such shares of common stock shall be cancelled.

**ARTICLE IV
GENERAL**

Section 4.1 Waiver. At any time prior to the Effective Time, the parties hereto may (a) extend the time for the performance of any of the obligations or other acts of the parties hereto, (b) waive any inaccuracy in the statements contained in this Agreement or in any document delivered pursuant to this Agreement or (c) waive compliance with any of the covenants, conditions or agreements contained in this Agreement or any document delivered pursuant to this Agreement, provided that such action would not have a material adverse effect on the rights of the stockholders of both parties.

Section 4.2 Amendment. This Merger Agreement may be amended by a subsequent writing signed by the parties hereto.

Section 4.3 Entire Agreement and Modification. This Agreement constitutes the entire agreement between the parties hereto with respect to the subject matter of this Agreement and supersedes all prior agreements between the parties hereto with respect to its subject matter.

Section 4.4 Assignment; Binding Effect; No Third Party Beneficiaries. This Agreement may not be assigned by either party hereto without the prior written consent of the other party hereto. Nothing in this Agreement will be construed to give any person other than the parties hereto any legal or equitable right under or with respect to this Agreement, except such rights as will inure to a successor or permitted assignee pursuant to this Section 4.4.

Section 4.5 Severability. If any provision of this Agreement is held invalid or unenforceable by any court of competent jurisdiction, the other provisions of this Agreement will remain in full force and effect.

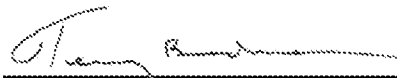
Section 4.6 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware without regard to conflict of law provisions.

Section 4.7 Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

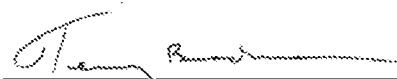
[Remainder of page intentionally left blank; signature page follows.]

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed on its behalf as of the date first written above.

SAPUTO CHEESE USA INC.

By: 
Name: Terry Brockman
Title: President

SAPUTO SPECIALTY CHEESE USA INC.

By: 
Name: Terry Brockman
Title: President

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 SPECIALTY CHEESE USA 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 THIRTY-FIRST DAY OF MARCH, A.D. 2021, AT 12:58 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2021 AT 11:59 O'CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

2178089 8100M
SR# 20211122397

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202866112
Date: 03-31-21

TRADEMARK
REEL: 007983 FRAME: 0895

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SAPUTO SPECIALTY CHEESE USA INC.

WITH AND INTO

SAPUTO CHEESE USA INC.

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

FIRST: The Corporation was organized pursuant to the provisions of the General Corporation Law of the State of Delaware (the "DGCL"), on November 14, 1988.

SECOND: The Corporation owns 100% of the outstanding shares of each class of capital stock of Saputo Specialty Cheese USA Inc., a Delaware corporation (the "Subsidiary").

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, 2021, determined to effect a merger of the Corporation with and the Subsidiary pursuant to Section 253 of the DGCL, in which the 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 Certificate of Incorporation of the Corporation, as in effect immediately prior to the Merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: This Certificate of Ownership and Merger shall become effective at 11:59 P.M. Eastern Time on March 31, 2021.

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 2021.

SAPUTO CHEESE USA INC.

By: 

Name: Terry Brockman

Title: President

Exhibit A
RESOLUTIONS OF MERGER

**UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS OF
SAPUTO CHEESE USA INC.**

March 31, 2021

The undersigned, being all the members of the Board of Directors (the "Board") of SAPUTO CHEESE USA INC., a Delaware corporation (the "Corporation"), pursuant to Section 141(f) of the Delaware General Corporation Law, as amended (the "DGCL"), and in lieu of a meeting of the Board, hereby consents to, authorizes and adopts the following resolutions with the same force and effect as if the undersigned had been personally present at a meeting of the Board and had voted for the same:

Approval of the Merger and Merger Agreement

WHEREAS, the Corporation owns all of the issued and outstanding capital stock of Saputo Specialty Cheese USA Inc., a Delaware corporation ("Cheese USA");

WHEREAS, the Board has determined that it is advisable and in the best interests of the Corporation to authorize and approve the merger of Cheese USA with and into the Corporation pursuant to Section 253 of the DGCL (the "Merger"), with the Corporation being the surviving corporation and continuing the corporate existence under the DGCL; and

WHEREAS, the Merger shall be effected pursuant to an Agreement and Plan of Merger, substantially in the form attached hereto as Exhibit A (the "Merger Agreement") and a Certificate of Ownership and Merger, substantially in the form attached hereto as Exhibit B (the "Certificate of Merger"), to be filed with the Secretary of State of the State of Delaware.

NOW, THEREFORE, BE IT RESOLVED, that the Merger and the Merger Agreement are 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, including the Merger Agreement and the Certificate of Merger;

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 Corporation shall assume all liabilities, and obligations of Cheese USA 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

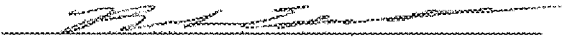
Robert Edwards

Maxime Therrien

**BEING ALL THE MEMBERS OF THE
BOARD OF DIRECTORS OF SAPUTO
CHEESE USA INC.**

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

Terry Brockman



Robert Edwards

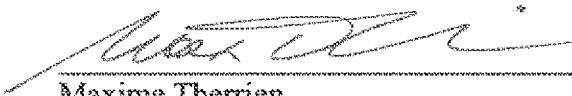
Maxime Therrien

**BEING ALL THE MEMBERS OF THE
BOARD OF DIRECTORS OF SAPUTO
CHEESE USA 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
CHEESE USA INC.

[Signature Page to Written Consent Board of Saputo Cheese USA Inc. --- Approving Merger]