

01-08-2002

2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

RE



101936378

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Westfalia-Surge LLC

1-3-02

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other Delaware Limited Liability Company

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Westfalia-Surge, Inc.

Internal

Address:

Street Address: 1880 Country Farm Drive

City: Naperville State: IL Zip: 60563

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other Corrective to remove Assignee

Execution Date: Reel 2074 / Frames 0100-0111

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached list

Additional number(s) attached Yes No

2218210

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Shelley J. Safer

Internal Address: Lathrop & Clark LLP

Street Address: 740 Regent Street

P.O. Box 1507

City: Madison State: WI Zip: 53701

6. Total number of applications and registrations involved:

72

7. Total fee (37 CFR 3.41): \$ 1,815.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

15-0660

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Shelley J. Safer Name of Person Signing

Shelley J. Safer Signature

November 28, 2001

Date

24

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01/07/2002 DBYRNE 00000221 2210210

01 FC:481 02 FC:482

40.00 OP 1775.00 OP

TRADEMARK REEL: 002413 FRAME: 0491

4. Application number(s) or registration number(s)

**Trademark Registration Numbers**

2,218,210	832,147	1,374,659	1,139,538
2,038,693	1,489,005	2,136,572	944,905
808,436	1,027,948	747,565	2,046,641
1,501,170	1,998,232	2,099,426	2,316,458
1,315,282	1,209,498	1,364,164	1,493,775
606,317	2,036,913	1,739,462	1,948,562
2,258,784	2,041,715	1,274,940	866,805
828,001	1,873,235	770,782	2,252,793
2,161,530	1,207,889	846,803	2,015,694
1,916,150	2,062,261	1,597,187	967,011
1,635,227	2,021,839	1,001,499	2,087,693
2,076,474	598,151	1,583,260	2,084,653
668,878	690,856	1,525,103	1,443,861
822,124	965,851	1,937,667	389,572
991,656	387,233	390,651	515,737
564,541	604,810	990,874	201,871
903,829	1,239,979	1,588,461	1,053,501
1,321,628	1,493,776	2,328,308	1,745,648

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05-22-2000  
101363403

OPR/FINANCE TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type **06/01/00**

New

Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_

Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Conveyance Type

Assignment  License

Security Agreement  Nunc Pro Tunc Assignment

Merger  Effective Date  
Month Day Year \_\_\_\_\_

Change of Name

Other \_\_\_\_\_

Conveying Party  Mark if additional names of conveying parties attached

Name Westfalia-Surge LLC Execution Date 10/1/99  
Month Day Year

Formerly \_\_\_\_\_

Individual  General Partnership  Limited Partnership  Corporation  Association

Other Limited Liability Company

Citizenship/State of Incorporation/Organization Delaware

Receiving Party  Mark if additional names of receiving parties attached

Name Westfalia Dairy Systems, Inc.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 1880 Country Farm Drive

Address (line 2) \_\_\_\_\_

Address (line 3) Naperville Illinois 60563  
City State/Country Zip Code

Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Delaware

05/19/2000 JSMBZZ 00000203 75464575

FOR OFFICE USE ONLY

01 FC-481  
02 FC-482

40.00 OP  
1025.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 002413 FRAME: 0493

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/464,575"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,218,210"/>	<input type="text" value="832,147"/>	<input type="text" value="1,374,659"/>
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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Shelley J. Safer

*Shelley J. Safer*  
Signature

4/27/00

Name of Person Signing

Date Signed

RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

**Conveying Party**

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship State of Incorporation/Organization

**Receiving Party**

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual  General Partnership  Limited Partnership

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

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Mark if additional numbers attached

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Trademark Application Number(s)

Registration Number(s)

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REGISTRATION FORM COVER SHEET  
**CONTINUATION  
TRADEMARKS ONLY**

**Conveying Party**

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name



Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship State of Incorporation/Organization

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Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)




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State/Country

Zip Code

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**Registration Number(s)**

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1,873,235	770,782	2,252,793
2,161,530	1,207,889	846,803
2,015,694	1,916,150	2,062,261
1,597,187	967,011	1,917,725
1,635,227	2,021,839	1,001,499
2,087,693	2,076,474	598,151
1,583,260	2,084,653	668,878

RECORDATION FORM COVER SHEET  
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TRADEMARKS ONLY

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690,856	1,525,103	1,443,861
822,124	965,851	1,937,667
389,572	991,656	387,233
390,651	515,737	564,541
604,810	990,874	201,871
903,829	1,239,979	1,588,461
1,053,501	1,321,628	1,493,776

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**Registration Number(s)**

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2,328,308	<input type="text"/>	<input type="text"/>
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*State of Delaware*  
**Office of the Secretary of State**      PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WESTFALIA-SURGE LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "WESTFALIA DAIRY SYSTEMS, INC." UNDER THE NAME OF "WESTFALIA-SURGE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF OCTOBER, A.D. 1999, AT 9 O'CLOCK A.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

2273223 8100M

991416322

AUTHENTICATION: 0015160

DATE: 10-07-99

TRADEMARK

REEL: 002413 FRAME: 0499

**SIXTH:** That the executed Agreement of Merger is on file at the principal place of business of the Surviving Company, the address of which is 1880 Country Farm Drive, Naperville, IL 60563.

**SEVENTH:** That a copy of the executed Agreement of Merger will be furnished by the Surviving Company, on request and without cost, to any person or entity holding an interest in Westfalia-Surge LLC or to any person or entity holding an interest in Westfalia Dairy Systems, Inc.

**IN WITNESS WHEREOF,** the Surviving Corporation has caused this Certificate of Merger to be executed by its officers thereunto duly authorized as of the 1st day of October, 1999.

WESTFALIA DAIRY SYSTEMS, INC.

By: /s/ Dirk Hejnal  
Name: Dirk Hejnal  
Title: President

## AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER, (this "Agreement") dated as of the 1st day of October, 1999, pursuant to Section 264 of the Delaware General Corporation Law, as amended (hereinafter referred to as the "DGCL") is entered into by and between the entities named in Article SECOND below, which are hereinafter collectively referred to as the Constituent Entities.

**FIRST:** Each of the Constituent Entities has agreed to effect a merger, and the terms and conditions of the merger, the manner of carrying the same into effect, and the manner and basis of converting or exchanging the shares of issued stock or ownership interests of each of the Constituent Entities into different stock or other consideration pursuant to Section 264 of the DGCL, are and shall be as set forth herein.

**SECOND:** The parties to this Agreement are Westfalia Dairy Systems, Inc., a corporation organized under the DGCL on September 10, 1991, (the "Corporation") and Westfalia-Surge LLC, a limited liability company organized under the Delaware Limited Liability Company Act on February 26, 1999 ("Merged Entity").

**THIRD:** (a) The Merged Entity is a single member limited liability company.

(b) The Corporation has an authorized capitalization of one thousand five hundred (1,500) shares of common stock, no par value, of which twenty (20) shares are issued and outstanding.

**FOURTH:** (a) The date upon which the Merger shall become effective shall be the date on which the Certificate of Merger reflecting the Merger is filed with the Secretary of State of the State of Delaware (the "Effective Date").

(b) On the Effective Date, the Merged Entity shall be merged with and into the Corporation, whereupon the separate existence of the Merged Entity shall cease, and the Corporation shall be the surviving business entity of the Merger (the "Surviving Corporation") in accordance with Section 264 of the DGCL.

(c) The Merger shall have the effects set forth in the DGCL.

(d) The members of the Board of Directors and the officers of the Corporation immediately prior to the Effective Date shall be the members of the Board of Directors and the officers, respectively, of the Surviving Corporation until their respective successors are duly elected and qualified.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective authorized representatives as of the day and year first-above written.

WESTFALIA DAIRY SYSTEMS, INC.

By: *Dirk Hejnal*  
Name: Dirk Hejnal  
Title: President

WESTFALIA-SURGE LLC

By: *Dirk Hejnal*  
Name: Dirk Hejnal  
Title: Vice-President

(e) The name of the Surviving Corporation shall be "Westfalia-Surge, Inc."

**FIFTH:** On the Effective Date, all of the membership interests in the Merged Entity issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger, and without any action on the part of the holder thereof, cease to be outstanding, shall be canceled and retired without any payment of any consideration therefor and shall cease to exist. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued at the Effective Date shall continue to represent one issued share of the Surviving Corporation.

**SIXTH:** The Certificate of Incorporation of the Surviving Corporation (the "Certificate"), separate and apart from this Agreement, shall be, and may be separately certified as, the Certificate of Incorporation of the Surviving Corporation.

**SEVENTH:** This Agreement may be terminated and the Merger may be abandoned at any time prior to the Effective Date by mutual written consent of the Constituent Entities.

**EIGHTH:** This Agreement shall be construed in accordance with and governed by the laws of the State of Delaware, without giving effect to principles of conflicts of law.