

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                       |                |
|-----------------------|----------------|
| SUBMISSION TYPE:      | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER         |
| EFFECTIVE DATE:       | 12/31/2007     |

**CONVEYING PARTY DATA**

| Name                             | Formerly | Execution Date | Entity Type           |
|----------------------------------|----------|----------------|-----------------------|
| Cabot Creamery Cooperative, Inc. |          | 12/27/2007     | CORPORATION: MICHIGAN |

**RECEIVING PARTY DATA**

|                 |                       |
|-----------------|-----------------------|
| Name:           | Agri-Mark, Inc.       |
| Street Address: | P.O. Box 5800         |
| City:           | Lawrence              |
| State/Country:  | MASSACHUSETTS         |
| Postal Code:    | 01842                 |
| Entity Type:    | CORPORATION: DELAWARE |

**PROPERTY NUMBERS Total: 7**

| Property Type        | Number  | Word Mark                    |
|----------------------|---------|------------------------------|
| Registration Number: | 1929369 | CABOT VERMONT                |
| Registration Number: | 2077382 | FARM FAMILIES OF NEW ENGLAND |
| Registration Number: | 1941878 | VERMONT STYLE                |
| Registration Number: | 3215220 | VERMONT STYLE                |
| Registration Number: | 2382362 | VINTAGE CHOICE               |
| Registration Number: | 1328745 | CABOT                        |
| Registration Number: | 2614071 | PRIVATE STOCK                |

**CORRESPONDENCE DATA**

Fax Number: (860)251-5214  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 860 251 5822  
 Email: trademarks@goodwin.com  
 Correspondent Name: Patricia C. Gagnon, RP

**OP \$190.00 1929369**

Address Line 1: One Constitution Plaza  
Address Line 2: Shipman & Goodwin LLP  
Address Line 4: Hartford, CONNECTICUT 06103-1919

|                         |                      |
|-------------------------|----------------------|
| ATTORNEY DOCKET NUMBER: | 00608-32013          |
| NAME OF SUBMITTER:      | Patricia C. Gagnon   |
| Signature:              | /Patricia C. Gagnon/ |
| Date:                   | 01/02/2008           |

**Total Attachments: 8**

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# Delaware

PAGE 1

## The First State

I, HARRIET SMITH WINDSOR, 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:

"CABOT CREAMERY COOPERATIVE, INC.", A MICHIGAN CORPORATION, WITH AND INTO "AGRI-MARK, INC." UNDER THE NAME OF "AGRI-MARK, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2007, AT 5:29 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 DECEMBER, A.D. 2007, AT 11:59 O'CLOCK P.M.

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

0890872 8100M

071368013



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6269017

DATE: 12-28-07

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

TRADEMARK  
REEL: 003687 FRAME: 0571

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**CABOT CREAMERY COOPERATIVE, INC.**

(a Michigan corporation)

**INTO**

**AGRI-MARK, INC.**

(a Delaware corporation)

\*\*\*\*\*

Pursuant to the provisions of Section 253 of the Delaware General Corporation Law, the following Certificate of Ownership and Merger is executed on the date hereinafter set forth.

Agri-Mark, Inc., a corporation organized and existing under the laws of the State of Delaware ("Agri-Mark"),

**DOES HEREBY CERTIFY:**

**FIRST:** That Agri-Mark was organized pursuant to the provisions of the Delaware General Corporation Law, on April 21, 1980.

**SECOND:** That Agri-Mark owns 100% of the outstanding shares of the capital stock of Cabot Creamery Cooperative, Inc. (the "Subsidiary"), a corporation formed under the Michigan Business Corporation Act (Act 284 of 1972) and the Michigan cooperative law, Sections 98-109 of the Michigan General Corporation Act (Act 327 of 1931).

**THIRD:** That the Board of Directors of Agri-Mark, as the parent corporation, by resolutions duly adopted on November 26, 2007, determined to merge the Subsidiary with and into Agri-Mark, and did adopt the following resolutions:

**WHEREAS,** the Board of Directors deems it to be advisable and in the best interests of Agri-Mark and its stockholders and members to merge its wholly-owned subsidiary, Cabot Creamery Cooperative, Inc., a Michigan corporation (the "Subsidiary"), with and into Agri-Mark as the surviving corporation in the merger (the "Merger"); and

**WHEREAS,** the Merger will be carried out in accordance with the terms and provisions of the Agreement and Plan of Merger (the "Merger Agreement"), a copy of which is attached hereto as Exhibit A.

**NOW, THEREFORE, BE IT**

**RESOLVED**, that the Board of Directors hereby approves the Merger Agreement and the Merger pursuant to the terms of the Merger Agreement, in each case both as the Board of Directors of Agri-Mark and for Agri-Mark as the sole shareholder of Cabot Creamery Cooperative, Inc.; and further

**RESOLVED**, that any officer of Agri-Mark be, and each of them hereby is, authorized and empowered, in the name and on behalf of Agri-Mark, to execute and file a Certificate of Ownership and Merger in the State of Delaware and a Certificate of Merger in the State of Michigan, and such other certificates or documents as may be necessary or desirable to effectuate the Merger, with such changes therein as the executing officer(s) may approve, his, her or their execution thereof to be conclusive evidence of such approval; and further

**RESOLVED**, that effective upon the Effective Date of the Merger (as defined in the Merger Agreement), the shares of the capital stock of the Subsidiary that are issued and outstanding immediately prior to the Effective Date and held by Agri-Mark shall not be converted or exchanged in any manner, but shall be surrendered and cancelled; and further

**RESOLVED**, that any officer of Agri-Mark be, and each of them hereby is, authorized to do and perform all such acts and things, and to execute and deliver all such documents, certificates, conveyances, transfers, instruments, agreements and assurances, and to make payments of all fees and expenses, and to take or cause to be taken all such additional actions, as in such officer's judgment may be necessary, incident or proper to carry out the Merger Agreement, to effectuate the Merger, and to evidence the termination of Subsidiary's existence effective upon the Effective Date of the Merger.

**FOURTH:** That the Agreement has been adopted, approved, certified, executed and acknowledged by Agri-Mark as the parent corporation in accordance with the laws of the State of Delaware.

**FIFTH:** That the merger shall become effective at 11:59 p.m. Eastern Time on December 31, 2007 (the "Effective Date") unless the Merger is abandoned prior to such time in accordance with Section 251 of the Delaware General Corporation Law and Section 741 of the Michigan Business Corporation Act.

[Signature Page Follows]

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**IN WITNESS WHEREOF**, Agri-Mark, Inc. has caused this Certificate of Ownership and Merger to be signed by its duly authorized officer on this 27<sup>th</sup> day of December, 2007.

**AGRI-MARK, INC.**  
(a Delaware corporation)

By: Paul F. Johnston  
Name: PAUL F. JOHNSTON  
Title: PRESIDENT

**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (the "Agreement") is entered into as of December 7, 2007 by and between **Agri-Mark, Inc.**, a Delaware corporation (the "Parent"), and **Cabot Creamery Cooperative, Inc.**, a Michigan corporation (the "Subsidiary").

**WITNESSETH:**

**WHEREAS**, the Parent owns all of the issued and outstanding shares of the capital stock of the Subsidiary; and

**WHEREAS**, the Board of Directors of the Parent has resolved that, pursuant to the laws of the states of Michigan and Delaware, the two corporations be merged into a single corporation (the "Merger") existing under the laws of the State of Delaware, with the Parent as the surviving corporation (the "Surviving Corporation"); and

**WHEREAS**, the Board of Directors of the Parent has approved the Merger upon the terms and conditions hereinafter set forth and has approved this Agreement pursuant to (a) Section 253 of the Delaware General Corporation Law, and (b) Sections 735 and 713 of the Michigan Business Corporation Act, and in addition, the Board of Directors of the Subsidiary and the Parent as its sole shareholder have approved this Agreement and the Merger.

**NOW, THEREFORE**, in consideration of the premises and covenants contained herein, the parties hereto, in accordance with the laws of the State of Michigan and the State of Delaware, do hereby agree to the following terms and conditions relating to the Merger and the mode of carrying the Merger into effect.

**SECTION 1**

**MERGER**

**1.1 Merger; Effects of Merger.** On the Effective Date (as hereinafter defined), and subject to the terms and conditions set forth herein, the separate existence of the Subsidiary shall cease, and the Subsidiary shall be merged with and into the Parent which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of the Subsidiary; and all and singular, the rights, privileges, powers, and franchises of the Subsidiary, and all property, real, personal, and mixed, and all debts due to the Subsidiary on whatever account, and all other things in action or belonging to the Subsidiary, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Subsidiary, and the title to any real estate vested by deed or otherwise, under the laws of the State of Michigan or any other jurisdiction, in the Subsidiary, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Subsidiary shall be preserved unimpaired, and all debts, liabilities, and duties of the Subsidiary shall thenceforth

attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it; this includes any civil, criminal, administrative or investigatory proceeding pending against the Subsidiary as if the Merger did not occur or the Surviving Corporation may be substituted in the proceeding for the corporation whose existence ceased. At any time, or from time to time, after the Effective Date, the last acting officers of the Subsidiary or the corresponding officers of the Surviving Corporation, may, in the name of the Subsidiary, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further actions as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all the Subsidiary's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the interests and purposes hereof.

**1.2 Filings; Effective Date.** Provided this Agreement has not been terminated or abandoned as permitted by the provisions hereof, a Certificate of Merger shall be filed in accordance with the applicable laws of the State of Michigan, and a Certificate of Ownership and Merger shall be filed in accordance with the applicable laws of the State of Delaware. The Merger shall become effective at 11:59 p.m. Eastern Time on December 31, 2007, such time and date to be designated herein as the "Effective Date."

## SECTION 2

### **NAME OF SURVIVING CORPORATION; CERTIFICATE OF INCORPORATION; BYLAWS; DIRECTORS**

**2.1 Name of Surviving Corporation.** The name of the Surviving Corporation from and after the Effective Date shall be **Agri-Mark, Inc.**, which shall continue its corporate existence under the laws of the State of Delaware.

**2.2 Certificate of Incorporation.** As of the Effective Date, the Certificate of Incorporation of the Parent, as in effect on the Effective Date, shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation, without change or amendment until amended in accordance with the provisions thereof and applicable law.

**2.3 Bylaws.** The Bylaws of the Parent, as in effect on the Effective Date, shall from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Corporation until amended as provided therein.

**2.4 Directors.** The Board of Directors of the Parent, as they shall be in such capacity on the Effective Date, shall from and after the Effective Date be, and continue to be, the Board of Directors of the Surviving Corporation, until their successors are duly elected and qualified in accordance with the Bylaws of the Surviving Corporation.

**2.5 Officers.** The officers of the Parent, as they shall be in such capacity on the Effective Date, shall from and after the Effective Date be, and continue to be, the officers of the



Surviving Corporation, serving in such capacity until their successors are duly elected and qualified in accordance with the Bylaws of the Surviving Corporation.

### SECTION 3

#### STATUS AND CONVERSION OF SECURITIES

**3.1 Status of Securities.** The authorized capital stock of the Subsidiary consists of 1,100 shares, consisting of 100 shares of Series A Common Stock, with a par value \$1.00 per share, one share of which is issued and outstanding and held of record by the Parent, and 1,000 shares of Series B Common Stock, with a par value \$1.00 per share, no shares of which are issued and outstanding as of the date hereof (the "Subsidiary Stock").

**3.2 Conversion of Securities.** The Subsidiary Stock that is issued and outstanding immediately prior to the Effective Date (all of which is held by the Parent) shall not be converted or exchanged in any manner, but the Subsidiary Stock shall, effective upon the Effective Date, be surrendered and cancelled.

### SECTION 4

#### COMPLIANCE WITH APPLICABLE LAWS

This Merger is permitted by the merger laws of the State of Delaware and the State of Michigan and is in compliance with Section 253 of the Delaware General Corporation Law and Sections 735 and 711 of the Michigan Business Corporation Act.

### SECTION 5

#### TERMINATION AND ABANDONMENT

This Agreement may be terminated and the proposed Merger abandoned at any time before the Effective Date if the Board of Directors of the Parent duly adopts a resolution abandoning this Agreement in accordance with Section 251 of the Delaware General Corporation Law and Section 741 of the Michigan Business Corporation Act.

[Signature Page Follows.]

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**IN WITNESS WHEREOF**, the parties have caused this Agreement and Plan of Merger to be signed by their duly authorized officers as of the date first above written

**AGRI-MARK, INC.**  
(a Delaware corporation)

By: Paul P. Johnston  
Name: PAUL P. JOHNSTON  
Title: PRESIDENT

**CABOT CREAMERY COOPERATIVE, INC.**  
(a Michigan corporation)

By: Richard W. Stammer  
Name: RICHARD W. STAMMER  
Title: PRESIDENT