

CORRECTIVE

FORM PTO-1594
(Rev. 6-93)

NRD

06-25-1998

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

OMB No. 0651-0011 (exp. 4/94)

6-17-98



Tab settings

To the Honorable Commissioner c

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e attached original documents or copy thereof.

1. Name of conveying party(ies):

Windy Hill Pet Food Company, Inc.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Corrective Assignment to document
- Merger
- Change of Name

recorded on reel/frame: 1629/0506

Execution Date: May 21, 1997

2. Name and address of receiving party(ies)

Name: WHPE, Inc.

Internal Address: _____

Street Address: Two Maryland Farms, Suite 301

City: Brentwood State: TN ZIP: 30737

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State of 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,840,056

Additional numbers attached? Yes No

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

Name: Craigh Leonard, Esq.

Internal Address: Richards & O'Neil, LLP

Street Address: 885 Third Avenue

City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

18-1290

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

6/25/1998 SSN:TH 00000045 181290 1840056

DO NOT USE THIS SPACE

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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.

Kendrea O. Elvis
Name of Person Signing

Kendrea O. Elvis
Signature

June 10, 1998
Date

Total number of pages including cover sheet, attachments, and document 7

Office of the Secretary of State

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 AMENDMENT OF "WINDY HILL PET FOOD COMPANY, INC.", CHANGING ITS NAME FROM "WINDY HILL PET FOOD COMPANY, INC." TO "WHPF INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF MAY, A.D. 1997, AT 12 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2607856 8100

971166115

AUTHENTICATION: 8476082

DATE: 05-21-97
TRADEMARK

REEL: 1744 FRAME: 0527

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION**

(Under Section 242 of the General Corporation Law)

It is hereby certified that:

1. The name of the corporation is Windy Hill Pet Food Company, Inc. (hereinafter referred to as the "Corporation").


2. The certificate of incorporation of the Corporation is hereby amended by striking out Article FIRST thereof and by substituting in lieu of said Article the following new Article:

"FIRST: The name of the Corporation is WHPF Inc."

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by M. Laurie Cummings, its Vice President, this 21st day of May, 1997.

WINDY HILL PET FOOD COMPANY, INC.

By: 
M. Laurie Cummings, Vice President

SCHEDULE A TO PTO COVER SHEET

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Status</u>
BONKERS	1,402,410	07/22/86	REGISTERED
FIELD FORMULA	1,089,841	04/18/78	REGISTERED
FOOD OF CHAMPIONS	947,325	11/14/72	REGISTERED
G. WHISKERS	1,555,992	09/12/89	REGISTERED
G. WHISKERS	1,474,393	01/26/88	REGISTERED
HOME AND FIELD	1,272,053	03/27/84	REGISTERED
MEATY MEAL	1,094,125	06/20/78	REGISTERED
ROSE'S	1,050,886	10/19/76	REGISTERED
ROSE'S	1,457,669	09/15/87	REGISTERED
ROYAL FEAST	1,276,457	05/01/84	REGISTERED
TRAIL BLAZER and Design	985,144	05/28/74	REGISTERED
TRAIL MASTER 1,840,056	1,840,059	06/14/94	REGISTERED
TUFFY'S	2,010,312	10/22/96	REGISTERED
TUFFY'S	1,023,889	10/28/75	EXPIRED
CANINE PRIME and Design	74/580,337	09/30/94	REGISTERED
FELINE PRIME and Design	74/580,336	09/30/94	REGISTERED

03618.0010

R&O-309224.1

RECORDED: 06/17/1998

TRADEMARK
REEL: 1744 FRAME: 0529