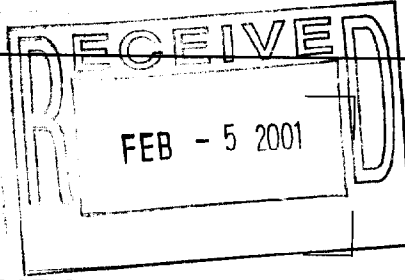


FORM PTO-1618A
Expires 06/30/99

02-13-2001



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

REGISTRATION FORM COVER SHEET
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2-5-01

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

Submission Type

- 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
06 05 1998
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Deep Run Packing Company, Inc.

Execution Date
Month Day Year
06 01 1998

Formerly _____

143399

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization Pennsylvania

Receiving Party

Mark if additional names of receiving parties attached

Name Windy Hill Pet Food Company, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) Two Maryland Farms

Address (line 2) Suite 301

Address (line 3) Brentwood

City

TN

State/Country

30737

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other _____

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.)

Citizenship/State of Incorporation/Organization Minnesota

FOR OFFICE USE ONLY

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

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01 FC:481
02 FC:482

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REEL: 002233 FRAME: 0363

Domestic Representative Name and Address

Enter for the first Receiving Party only.

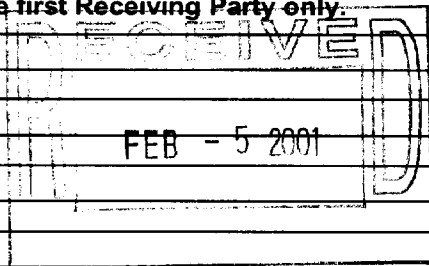
Name

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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1493399"/>	<input type="text" value="730532"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Peter E. Mims

Peter E. Mims 2/2/01

Name of Person Signing

Signature

Date Signed

75-AA

State of Minnesota

5017

SECRETARY OF STATE

CERTIFICATE OF MERGER

I, Joan Anderson Grove, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of the individual merging entities to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: WINDY HILL PET FOOD COMPANY, INC.

PA: DEEP RUN PACKING COMPANY INC.

State of Formation and Name of Surviving Entity:

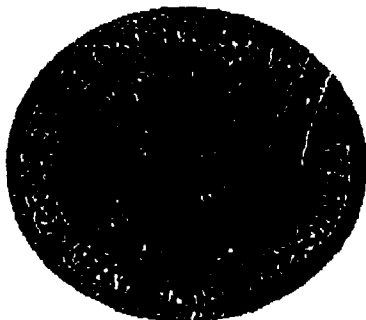
MN: WINDY HILL PET FOOD COMPANY, INC.

Effective Date of Merger: 6/5/98

Name of Surviving Entity After Effective Date of Merger:

WINDY HILL PET FOOD COMPANY, INC.

This certificate has been issued on: 6/5/98



Joan Anderson Grove
Secretary of State.

75-AA

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ARTICLES OF MERGER
OF
WINDY HILL PET FOOD COMPANY, INC.
AND
DEEP RUN PACKING COMPANY INC.

To the Secretary of State
State of Minnesota

Pursuant to the provisions of the Minnesota Business Corporation Act Governing the merger of a foreign wholly-owned subsidiary corporation for profit into its domestic parent corporation for profit, the domestic parent corporation hereinafter named does hereby adopt the following Articles of Merger.

1. The following is the Plan of Merger for merging Deep Run Packing Company Inc. into Windy Hill Pet Food Company, Inc. as set forth in a resolution approved by the unanimous affirmative vote of the Board of Directors of Windy Hill Pet Food Company, Inc. under the provisions of Section 602A.621 of the Minnesota Business Corporation Act.

"(1) The name of the subsidiary corporation, which is a corporation for profit organized under the laws of the Commonwealth of Pennsylvania, is Deep Run Packing Company Inc.

"(2) The name of the parent corporation, which is a corporation for profit organized under the laws of the State of Minnesota, and which is subject to the provisions of the Minnesota Business Corporation Act, is Windy Hill Pet Food Company, Inc.

"(3) The issued shares of Deep Run Packing Company Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished."

2. The number of outstanding shares of Deep Run Packing Company Inc. is 83,000, all of which are of one class, and all of which are owned by Windy Hill Pet Food Company, Inc.
3. Windy Hill Pet Food Company, Inc., as the holder of all outstanding shares of Deep Run Packing Company Inc., waived the mailing of a copy of the Plan of Merger to itself.

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- 4. The laws of the jurisdiction of organization of Deep Run Packing Company Inc. permit the merger of a corporation for profit of that jurisdiction with and into a corporation for profit of another jurisdiction; and the merger of Deep Run Packing Company Inc. with and into Windy Hill Pet Food Company, Inc. is in compliance with the laws of the jurisdiction of organization of Deep Run Packing Company Inc.
- 5. The merger of Deep Run Packing Company Inc. into Windy Hill Pet Food Company, Inc. shall become effective in the State of Minnesota on the date on which the Secretary of State of the State of Minnesota files these Articles of Merger.

I certify that I am authorized to execute this document and I further certify that I understand that by signing this document, I am subject to the penalties of perjury as set forth in Section 609.48, Minnesota Statutes as if I had signed this document under oath.

Executed on June 14, 1998.

WINDY HILL PET FOOD COMPANY, INC.

By: *Roberta*
Its President

R&O-389473.1

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STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JUN - 5 1998
Jan Anderson Brown
Secretary of State