

08-01-2002



FORM PTO 1594 (Rev. 6-93)

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

102175163

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

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

1. Name of conveying party(ies): Windy Hill Pet Food Company, Inc. 7-24-02
Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State of Minnesota
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Feed-Rite (US) Animal Feeds, Inc.
Internal Address:
Street Address: 17 Speers Road
City: Winnipeg State: Manitoba, Canada ZIP: R2J 1M1
Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State of Minnesota
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:
[X] Assignment Merger
Security Agreement Change of Name
Other
Execution Date: May 21, 1997

4. Application number(s) or patent number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 1,987,684
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Travis L. Bachman
Internal Address: Dorsey & Whitney LLP
Street Address: Suite 1500, 50 South Sixth Street
City: Minneapolis State: MN ZIP: 55402-1498

6. Total Number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41): \$40.00
[X] Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 04-1420
(Attach duplicate copy of this page if paying by deposit account)

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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.
Travis L. Bachman
Name of person Signing Signature Date 7/23/02
Total number of pages comprising cover sheet: 1

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

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BOX ASSIGNMENT
Director - U.S. Patent and Trademark Office
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK
REEL: 002553 FRAME: 0605

ASSIGNMENT OF TRADEMARKS

WHEREAS, Windy Hill Pet Food Company, Inc., a Minnesota corporation formerly known as Hubbard Milling Company, whose principal address is Two Maryland Farms, Suite 301, Brentwood, Tennessee 37037 (hereinafter "Assignor") is the owner of and has adopted, used and is licensing or otherwise using the names, tradenames and trademarks identified on **Schedule A**, including any trade dress or label designs related thereto (hereinafter, collectively referred to as the "Marks"); and

WHEREAS, Feed-Rite (US) Animal Feeds, Inc., a Minnesota corporation, whose principal address is %Feed-Rite, Ltd., 17 Speers Road, Winnipeg, Manitoba, Canada R2J 1M1 (hereinafter, "Assignee") desires to acquire the Marks and any applications and registrations therefor, including the registrations and/or pending applications identified on **Schedule A** and all renewals and extensions thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign, transfer and convey unto Assignee all of Assignor's right, title and interest in and to the Marks including, without limitation, any and all registrations and/or pending applications therefor, including the applications and registrations identified on **Schedule A**, together with that part of the goodwill of the business associated with the Marks and which is symbolized by the Marks.

Assignor further sells, assigns, transfers and conveys to Assignee the entire right, title and interest in and to any and all causes of action and rights of recovery for past infringement of the Marks.

Assignor agrees to execute and deliver, at the request of the Assignee, such additional papers, instruments and assignments, as the Assignee may reasonably require in order to vest Assignor's right, title and interest in and to the Marks in the Assignee and/or to carry out the intent of the Assignment.

The terms, covenants and provisions of this Agreement shall inure to the benefit of Assignee, its successors, assigns and/or legal representatives, and shall be binding upon Assignor, its successors, assigns and/or other legal representatives.

IN WITNESS WHEREOF, Assignor has executed this Assignment this 21st day of May, 1997.

WINDY HILL PET FOOD COMPANY, INC.

By Ray Chung
Ray Chung
Executive Vice President

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 21st day of May, 1997, before me personally came RAY CHUNG to me known, who being by me duly sworn did depose and say that he is the Executive Vice President of Windy Hill Pet Food Company, Inc., the corporation described in and which executed the foregoing Assignment of Trademarks, and that he signed his name thereto by the consent of the order the Board of Directors of said Corporation.

Thomas Kollar
NOTARY PUBLIC

THOMAS KOLLAR
NOTARY PUBLIC, State of New York
No. 01K05068484
Qualified in Kings County
Commission Expires Nov. 04, 1998

03618.0010

R&O-309461.1

1. U.S. Registered Marks

| <u>MARK/ COUNTRY</u> | <u>APPLICTN NO. (DATE)</u> | <u>REG. NO. (DATE)</u> | <u>STATUS</u> |
|-----------------------------------|--------------------------------|----------------------------|---------------|
| AMINO SCIENCE | | | |
| United States | 74/487,293 (02/07/94) | 1,946,051 (01/02/96) | REGISTERED. |
| APPETIZER | | | |
| United States | 74/404/977 (06/24/93) | 1,885,534 (03,21/95) | REGISTERED. |
| ASCEND | | | |
| United States | 74/621,757 (01/17/95) | 1,987,684 (07/16/96) | REGISTERED. |
| BACON BLEND | | | |
| United States | 74/078,670 (07/16/90) | 1,647,586 (06/11/91) | REGISTERED. |
| BEEF BRICKLE | | | |
| United States | 74/078,667 (07/16/90) | 1,647,584 (06/11/91) | REGISTERED. |
| BEEF-LYX | | | |
| United States | 74/497,702 (03/07/94) | 1,894,794 (05/23/95) | REGISTERED. |
| BEEF SPARK | | | |
| United States | 73,484,235 (06/08/84) | 1,356,178 (08/27/85) | REGISTERED. |
| BEEF TECH | | | |
| United States | 73/707,356 (01/25/88) | 1,505,543 (09/27/88) | REGISTERED. |
| BIG H FEEDS and Design | | | |
| United States | 71/670,285 (07/20/54) | 607,741 (06/21/55) | RENEWED. |
| BLUE RIBBON | | | |
| United States | 74/078,665 (07/16/90) | 1,707,720 (08/18/92) | REGISTERED. |
| BP/TMR | | | |
| United States | 74,078,668 (07/16/90) | 1,647,585 (06/11/91) | REGISTERED. |

| <u>MARK/ COUNTRY</u> | <u>APPLICTN NO. (DATE)</u> | <u>REG. NO. (DATE)</u> | <u>STATUS</u> |
|---------------------------|--------------------------------|----------------------------|---|
| BRIGADE | | | |
| United States | 74/460,836 (10/18/93) | 1,915,780 (08/29/95) | REGISTERED. |
| BRUNO'S BEST | | | |
| United States | 74/149,974 (03/22/91) | 1,686,624 (05/12/92) | REGISTERED. Partial Section 2(f). |
| BUTCHER | | | |
| United States | 74/078,664 (07/16/90) | 1,650,291 (07/09/91) | REGISTERED, Section 8 & 15 accepted. |
| COMPLEMIX | | | |
| United States | 71/539,722 (12/21/49) | 539,374 (03/13/51) | RENEWED. |
| CREEP-N-WEAN | | | |
| United States | 73/616,414 (08/25/86) | 1,474,385 (01/26/88) | REGISTERED, Section 8 & 16 accepted. |
| CRYSTALYX | | | |
| United States | 73/133,190 (07/07/77) | 1,089,036 (04/11/78) | REGISTERED. |
| DAKOTA GOLD | | | |
| United States | 74/590,036 (10/24/94) | 1,994,116 (08/13/96) | REGISTERED. |
| DAIRY-LYX | | | |
| United States | 74,497,580 (03/07/94) | 1,895,832 (05/30/95) | REGISTERED. |
| EQUINE LMT | | | |
| United States | 74/540,574 (06/21/94) | 1,942,236 (12/19/95) | REGISTERED. |
| EQUI-STAR | | | |
| United States | 74/080,760 (07/23/90) | 1,646,999 (06/04/91) | REGISTERED. |
| FARM-LYX | | | |
| United States | 74/677,891 (05/22/95) | 2,034,438 (01/28/97) | REGISTERED. |
| FAST START | | | |
| United States | 73/806,632 (06/14/89) | 1,623,232 (11/20/90) | REGISTERED. |
| FEED BP and Design | | | |

| <u>MARK/ COUNTRY</u> | <u>APPLICTN NO. (DATE)</u> | <u>REG. NO. (DATE)</u> | <u>STATUS</u> |
|-------------------------------|--------------------------------|----------------------------|---|
| United States | 74/079,536 (07/16/90) | 1,678,742 (03/10/92) | REGISTERED. |
| FESCUE-LYX | | | |
| United States | 74/149,972 (03/22/91) | 1,691,139 (06/09/92) | REGISTERED. |
| FIRST COURSE | | | |
| United States | 74/557,659 (08/05/94) | 2,006,747 (10/08/96) | REGISTERED. |
| FORMULA 2000 | | | |
| United States | 74/246,626 (02/18/92) | 1,909,112 (08/01/95) | REGISTERED. |
| GAIN XPRESS | | | |
| United States | 74/078,669 (07/16/90) | 1,679,152 (03/17/92) | REGISTERED. |
| GOLD METAL | | | |
| United States | 74/078,666 (07/16/90) | 1,650,292 (07/09/91) | REGISTERED. Section 8 & 15 accepted. |
| HEADS-UP | | | |
| United States | 73/283,568 (10/27/80) | 1,178,395 (11/17/81) | REGISTERED. Section 8 & 15 accepted |
| HI-LEAN | | | |
| United States | 74/389,048 (05/12/93) | 1,824,872 (03/08/94) | REGISTERED. |
| HI-WEIGH 45 and Design | | | |
| United States | 74/234,888 (01/03/92) | 1,716,272 (09/15/92) | REGISTERED. |
| IONO-LYX | | | |
| United States | 74/675,033 (05/17/95) | 2,034,426 (01/28/97) | REGISTERED. |
| LEAN BEEF | | | |
| United States | 72/357,363 (04/20/70) | 936,864 (06/27/72) | RENEWED. Supplemental Register. |
| LEAN CUT | | | |
| United States | 72/262,169 (01/09/67) | 843,574 (11/29/94) | REGISTERED. |
| LEAN ERA | | | |
| United States | 74/473,453 (12/27/93) | 1,864,871 (11/29/94) | REGISTERED. |

| <u>MARK/ COUNTRY</u> | <u>APPLICTN NO. (DATE)</u> | <u>REG. NO. (DATE)</u> | <u>STATUS</u> |
|---------------------------|--------------------------------|----------------------------|---|
| LEAN EXPRESSION | | | |
| United States | 74/212,744 (10/15/91) | 1,702,807 (07/28/92) | REGISTERED. |
| LEAN START | | | |
| United States | 74/647,587 (03/16/95) | 2,032,835 (01/21/97) | REGISTERED. |
| LES (Stylized) | | | |
| United States | 73/415,520 (03/02/83) | 1,295,572 (09/18/84) | REGISTERED, Section 8 & 15 accepted. |
| LITTER AID | | | |
| United States | 73/668,932 (06/29/87) | 1,479,868 (03/08/88) | REGISTERED. |
| LITTER BUILDER | | | |
| United States | 73/787,126 (03/17/89) | 1,572,830 (12/26/89) | REGISTERED. Section 8 & 15 accepted. |
| MAX-E-LAC | | | |
| United States | 74/391,448 (05/17/93) | 1,959,164 (02/27/96) | REGISTERED. |
| MILK FLAKES | | | |
| United States | 74/696,089 (07/03/94) | 2,042,759 (03/11/97) | REGISTERED. |
| MOR-LEAN | | | |
| United States | 74/212,743 (10/15/91) | 1,765,505 (04/20/93) | REGISTERED. |
| MULTUM | | | |
| United States | 74/377,816 (04/12/93) | 1,855,075 (09/20/94) | REGISTERED. |
| NU-TECH | | | |
| United States | 73/707,357 (01/25/88) | 1,506,770 (10/04/88) | REGISTERED. Section 8 & 15 accepted. |
| NUTRIBITS | | | |
| United States | 74/187,503 (07/22/91) | 1,763,987 (04/13/93) | REGISTERED. |
| NUTRI-LEAN | | | |
| United States | 73/668,975 (06/29/87) | 1,478,930 (03/01/88) | REGISTERED. Section 8 & 15 accepted. |
| NUTRI PREME | | | |

| <u>MARK/ COUNTRY</u> | <u>APPLICTN NO. (DATE)</u> | <u>REG. NO. (DATE)</u> | <u>STATUS</u> |
|-------------------------------------|--------------------------------|----------------------------|--|
| United States | 73/703,724 (01/04/88) | 1,501,554 (08/23/88) | REGISTERED. Section 8 & 15 accepted. |
| OPTICARE | | | |
| United States | 73/740,556 (07/18/88) | 1,544,073 (06/20/89) | REGISTERED. Partial Section 8 accepted. |
| OPTI-PAK | | | |
| United States | 73/623,112 (09/30/86) | 1,436,608 (04/14/87) | REGISTERED. Section 8 & 15 accepted. |
| PEDI-BAC PACK | | | |
| United States | 74/216,326 (10/28/91) | 1,706,222 (08/11/92) | REGISTERED. |
| PHASE FEEDING | | | |
| United States | 73/094,433 (07/23/76) | 1,069,998 (07/19/77) | REGISTERED. Section 8 & 15 accepted. |
| PIG-NITION | | | |
| United States | 73/283,568 (10/27/80) | 1,178,395 (11/17/81) | REGISTERED. Section 8 & 15 accepted. |
| POPPER | | | |
| United States | 72/445,841 (01/12/73) | 982,955 (04/30/74) | RENEWED. |
| POWER CHAMP | | | |
| United States | 74/320,947 (10/08/92) | 1,930,396 (10/31/95) | REGISTERED. |
| POWER LINE | | | |
| United States | 75/002,470 (20/06/95) | 2,013,554 (11/05/96) | REGISTERED. |
| POWER PAX | | | |
| United States | 74/078,613 (07/16/90) | 1,676,510 (02/25/92) | REGISTERED. |
| PRO-GOLD | | | |
| United States | 74/590,034 (10/24/94) | 2,013,056 (11/05/96) | REGISTERED. |
| PROFIFIC SOW CONCENTRATE | | | |
| United States | 74/111,749 (11/02/90) | 1,678,744 (03/10/92) | REGISTERED. |
| PROTECTED PROTEIN | | | |

| <u>MARK/ COUNTRY</u> | <u>APPLICTN NO. (DATE)</u> | <u>REG. NO. (DATE)</u> | <u>STATUS</u> |
|--------------------------------------|--------------------------------|----------------------------|--|
| United States | 73/299,413 (03/02/81) | 1,196,562 (05/25/82) | REGISTERED. Supplemental Register. section 8 accepted. |
| PROVICO and Design | | | |
| United States | 71/456,742 (11/11/42) | 400,885 (04/06/43) | RENEWED. |
| PROVICO-BIG H | | | |
| United States | 74/300,204 (08/03/92) | 1,764,016 (04/13/93) | REGISTERED. |
| PROVICO BUTTERFAT BOOSTER | | | |
| United States | 73/288,293 (12/03/80) | 1,184,428 (01/05/82) | REGISTERED, Section 8 & 15 accepted. |
| READY-WEAN | | | |
| United States | 73/787,228 (03/17/89) | 1,567,933 (11/28/89) | REGISTERED. Section 8 & 15 accepted. |
| REAL MILK | | | |
| United States | 74/078,675 (07/16/90) | 1,707,591 (08/11/92) | REGISTERED. Supplemental Register. |
| RENOWN | | | |
| United States | 74/400,285 (06/11/93) | 1,943,112 (12/19/95) | REGISTERED. |
| ROASTIES | | | |
| United States | 74/078,763 (07/16/90) | 1,652,125 (07/30/91) | REGISTERED. Section 8 & 15 accepted. |
| RUMA-BLOX | | | |
| United States | 74/081,597 (07/16/90) | 1,644,935 (05/21/91) | REGISTERED. Section 8 & 15 accepted. |
| RUMA MIN | | | |
| United States | 74/078,662 (07/16/90) | 1,643,331 (05/07/91) | REGISTERED. Section 8 & 15 accepted. |
| SPRINT | | | |
| United States | 74/078,671 (07/16/90) | 1,647,851 (06/18/91) | REGISTERED. Section 8 & 15 accepted. |
| STABLE-LYX | | | |
| United States | 73/581,987 (02/10/86) | 1,407,344 (09/02/86) | REGISTERED. Section 8 & 15 accepted. |
| STAR MXR | | | |

| <u>MARK/ COUNTRY</u> | <u>APPLICTN NO. (DATE)</u> | <u>REG. NO. (DATE)</u> | <u>STATUS</u> |
|--|--------------------------------|----------------------------|---|
| United States | 74/078,663 (07/16/90) | 1,646,998 (06/04/91) | REGISTERED. |
| STOCKMASTER | | | |
| United States | 72/139,107 (03/05/62) | 744,657 (02/05/63) | RENEWED. |
| SUMMIT PLUS and Design | | | |
| United States | 74/179,123 (06/24/91) | 1,695,745 (06/23/92) | REGISTERED. |
| SUMMIT + | | | |
| United States | 74/034,984 (03/05/90) | 1,641,703 (04/16/91) | REGISTERED. Section 8 & 15 accepted. |
| SUPREME PIG | | | |
| United States | 74/078,674 (07/16/90) | 1,685,019 (05/05/92) | REGISTERED. |
| THE POWER OF CONTINUOUS NUTRIENT DELIVERY | | | |
| United States | 75/044,149 (01/16/96) | 2,015,863 (11/12/96) | REGISTERED. |
| TRADITION | | | |
| United States | 74/340,926 (12/17/92) | 1,785,741 (08/03/93) | REGISTERED. |
| TRANSFORMER | | | |
| United States | 73/341,376 | 1,207,824 | REGISTERED. Section 8 & 15 accepted. |
| TRI MAX | | | |
| United States | 74/319,242 (09/30/92) | 1,770,325 (05/11/93) | REGISTERED. |
| TUNE-UP | | | |
| United States | 72/327,625 (05/19/69) | 892,745 (06/11/70) | RENEWED. |
| ULTRA | | | |
| United States | 74/078,672 (07/16/90) | 1,644,934 (05/21/91) | REGISTERED. Section 8 & 15 accepted. |
| VIG-A-LICKS | | | |
| United States | 73/458,292 (12/23/83) | 1,317,576 (02/05/85) | REGISTERED. Section 8 & 15 accepted. |
| WESTERN GOLD | | | |

| <u>MARK/ COUNTRY</u> | <u>APPLICTN NO. (DATE)</u> | <u>REG. NO. (DATE)</u> | <u>STATUS</u> |
|--|--------------------------------|----------------------------|--|
| United States | 74/480,919 (01/21/94) | 1,903,743 (07/04/95) | REGISTERED. |
| WESTERN PLEASURE | | | |
| United States | 74/484,885 (01/31/94) | 1,878,818 (02/14/95) | REGISTERED. |
| WHEAT-LYX | | | |
| United States | 74/371,302 (03/24/93) | 1,909,120 (08/01/95) | REGISTERED. |
| YEAST XTRA | | | |
| United States | 74/215,942 (10/28/91) | 1,726,971 (10/27/92) | REGISTERED. |
| 1/2 BARREL DESIGN | | | |
| United States | 73/691,463 (10/23/87) | 1,632,463 (01/29/91) | REGISTERED. Section 2(f). Section-8 & 15 accepted. |
| CONCENTRIC CIRCLE DESIGN | | | |
| United States | 71/275,880 (10/27/28) | 254,717 (03/26/29) | RENEWED. |
| BAG DESIGN ONLY | | | |
| United States | 72/047,007 (03/03/56) | 694,376 (03/08/60) | RENEWED. Supplemental Register. |
| 2. <u>U.S. Pending Applications</u> | | | |
| FEEDLOT Manager and Design | | | |
| United States | 74/609,703 (12/12/94) | N/A | PENDING. ITU. Statement of Use filed. Disclaimed "FEEDLOT MANAGER." |
| MIN-TECH | | | |
| United States | 74/697,547 (07/05/95) | N/A | PENDING. ITU. Notice of Allowance issued 04/15/97. |
| PRO-GOLD | | | |
| United States | 75/174,251 (09/30/96) | N/A | PENDING. New application. |

3. Foreign Registrations

| <u>MARK/ COUNTRY</u> | <u>APPLICTN NO. (DATE)</u> | <u>REGISTRN NO. (DATE)</u> | <u>STATUS</u> |
|--------------------------|--------------------------------|--------------------------------|---------------|
| BEEF-LYX | | | |
| Canada | 650,297 (02/06/90) | 379,803 (02/08/91) | REGISTERED. |
| CRYSTALYX | | | |
| Canada | 573,543 (11/26/86) | 357,521 (06/23/89) | REGISTERED. |
| Mexico | 149,659 | 445,383 | |
| DAIRY-LYX | | | |
| Canada | 677,842 (03/14/91) | 394,364 (02/14/92) | REGISTERED. |
| MINERAL-LYX | | | |
| Canada | 677,841 (03/14/91) | 394,363 (02/14/92) | REGISTERED. |
| STABLE-LYX | | | |
| Canada | 650,293 (02/06/90) | 379,802 (02/08/91) | REGISTERED. |

4. Fictitious Business Names/Trade Names/Common Law Trademarks

a. Feed Product Names

| | |
|----------------------------|-----------------|
| BEEF CHAMPION | COMMANDER |
| DYNA-POP | ENERGY MIX |
| FAST FINISH | FRESH START |
| GRO LEAN | SILO GUARD II |
| LEAN VALUE | MILK BUSTER |
| MINERAL-LYX (U.S.) | MORLAC |
| NUTRI-MX | NUTRI-ONE STEP |
| PIG BUILDER | PIG BUSTER |
| PIG DYNA-BITS | PIG DYNAMITE |
| PIG SPARK | PRECISION BLEND |
| PRIME CATTLE | PROFIT BLEND |
| PROFIT | PRO MX |
| MAKER | SELECT |
| RANGER-N-GRO | STRESS RELIEF |
| SHEEP LYX | TRUSTY |
| SWEET BITS/SWEET SUPERBITS | |
| HOG MAKER | |

b. Assumed Name Filings

| <u>Name</u> | <u>Jurisdictions</u> |
|------------------|--|
| Renata Nutrition | California, Georgia, Illinois, Indiana, Iowa, Missouri, Nebraska, Ohio, Pennsylvania, Texas, Wisconsin |