

CORRECTIVE MRD

FORM PTO 1594 (Rev. 6-93)

6-17-98

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06-25-1998

SHEET

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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



Tab settings

To the Honorable Commissioner of Patents

100746814

Attached original documents or copy thereof.

1. Name of conveying party(ies): Nationsbank of Tennessee, N.A.

- Individual(s), General Partnership, Corporation-State, Other National Banking Association

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

2. Name and address of receiving party(ies) Name: Windy Hill Pet Food Company, Inc. Internal Address: Two Maryland Farms, Suite 301 Street Address: 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

3. Nature of conveyance: Assignment, Security Agreement, Merger, Change of Name, Other Corrective Assignment to document recorded on reel/frame 1622/0598

Execution Date: May 20, 1997

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)

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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

Signature

June 10, 1998

Date

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

REC 09-03-1997

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

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To the Honorable Commissioner of Pat

100521538

ached original documents or copy thereof.

1. Name of conveying party(ies):

Nationsbank of Tennessee, N.A.

MP 9/31/97

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other National Banking Association

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other Release of Security Agreement

Execution Date: May 20, 1997

2. Name and address of receiving party(ies)

Name: Windy Hill Pet Food Company, 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 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)

1,402,410 1,555,992 1,094,125
1,089,841 1,474,393 1,050,886
947,325 1,272,053 1,457,669

Additional numbers attached? Yes No Schedule A Attached.

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

Name: Amy H. Cascio, Esq.

Richards & D'Neil, LLP
885 Third Avenue

New York, New York 10022

Street Address:

City: State: ZIP:

6. Total number of applications and registrations involved:

16

7. Total fee (37 CFR 3.41): \$ 415.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

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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

Signature

August 28, 1997
Date

Total number of pages including cover sheet, attachments, and document: 4

**TERMINATION AND RELEASE OF SECURITY INTEREST
IN U.S. TRADEMARKS**

WHEREAS, WINDY HILL PET FOOD COMPANY, INC., a Delaware corporation, having an address of Two Maryland Farms, Suite 301, Brentwood, Tennessee 30737 ("Windy Hill"), owns the U.S. trademark registrations listed on Schedule A (hereinafter the "U.S. Trademark Registrations");


WHEREAS, pursuant to a Trademark Security Agreement, dated as of April 29, 1996, recorded in the U.S. Patent and Trademark Office at Reel 1460, Frame 0486 on May 14, 1996 (hereinafter the "Security Agreement"), Windy Hill granted a security interest in the U. S. Trademark Registrations to NATIONSBANK OF TENNESSEE, N.A., a national banking association having an address of One NationsBank Plaza M-2, Nashville, Tennessee 37239, as Administrative Agent for the lenders (the "Administrative Agent") under the credit agreement (the "Credit Agreement"), dated as of April 29, 1996, by and among Windy Hill, Windy Hill Pet Food Holdings, Inc., a Delaware corporation ("Holdings"), the subsidiaries of Holdings and Windy Hill, PNC Bank, National Association as documentation agent for the lenders thereto (the "Lenders"), and the Lenders; and

WHEREAS, said Security Agreement was granted to secure loans made under the Credit Agreement by the Lenders to Windy Hill and said loans have now been paid in full;

NOW, THEREFORE, for good and valuable consideration, the Administrative Agent hereby terminates and releases any and all security interests it held on behalf of the Lenders under the Security Agreement in the U.S. Trademark Registrations, and the Administrative Agent no longer claims any security interest in said U.S. Trademark Registrations.

Dated: May 20, 1997

NATIONSBANK OF TENNESSEE,
N.A., as Administrative Agent
for the Lenders

By 
Name: B. E. DOHMAN
Title: VICE PRESIDENT

(03618.0009)

R40-308670.2

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TRADEMARK
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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: 0518