

MWD Corrective

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

6-17-98

REC

06-25-1998

SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings



To the Honorable Commissioner of Patents

100746817

attached original documents or copy thereof.

1. Name of conveying party(ies):

Hubbard Milling Company

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

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: _____

Street Address: Two Maryland Farms, Suite 301

City: Brentwood State: TN ZIP: 30737

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- 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:

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

recorded on reel/frame: 1632/0615

Execution Date: May 21, 1997

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

621,407
1,135,864

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: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- 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)

06/25/1998 SSMITH 00000047 181290 621407

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 25.00 CH

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: 19

75-AA

5931

CERTIFICATE
OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
HUBBARD MILLING COMPANY

The undersigned, being the Executive Vice President and Assistant Secretary of Hubbard Milling Company, a Minnesota corporation (the "Corporation"), do hereby certify that the resolutions hereinafter set forth amending and restating the Restated Articles of Incorporation of the Corporation were duly adopted pursuant to and in accordance with the provisions of Sections 302A.135, 302A.137, 302A.139 and 302A.402 of the Minnesota Business Corporation Act (the "MBCA") pursuant to actions by written consent executed by all of the directors and shareholders of the Corporation in accordance with Sections 302A.239 and 302A.441 of the MBCA:

RESOLVED, that the Restated Articles of Incorporation, as amended from time to time, of the Corporation be, and they hereby are, amended and restated in their entirety as follows:

Article I

The name of this Corporation is Windy Hill Pet Food Company, Inc. m

Article II

The Corporation has general business purposes.

Article III

The registered agent of this Corporation is CT Corporation System, Inc. and the address of the registered agent is 405 Second Avenue S., Minneapolis, Minnesota 55401. ✓

Article IV

That upon the filing of these Amended and Restated Articles of Incorporation of the Corporation with the Minnesota Secretary of State (the "Restatement Effective Time"), the Corporation shall be authorized to issue 4,500 shares of capital stock, par value \$.05 per share. Upon the Restatement Effective Time the Corporation shall effect a reverse split and redesignation of its outstanding Class A Common Stock so that each share of Class A Common Stock then outstanding shall without any action by the holder thereof be converted into Stock then outstanding shall without any action by the holder thereof be converted into .00079545454 shares of Common Stock of the Corporation; provided, however, that the aggregate number of shares of Common Stock held by a holder following such reverse split and designation shall be rounded up to the next highest whole number. Each holder of a stock certificate representing shares of Class A Common Stock of the Corporation immediately prior to ✓

134457

041983

the Restatement Effective Time shall, upon surrender of such certificate, be entitled to receive a stock certificate for Common Stock representing the number of shares of Class A Common Stock listed on the surrendered certificate multiplied by .00079545454 and then rounded up to the next highest whole number. Until surrendered each certificate representing shares of Class A Common Stock of the Corporation immediately prior to the Restatement Effective Time shall, by virtue of the aforementioned reverse split and redesignation, be deemed for all purposes to represent shares of Common Stock in an amount equal to the number of shares of Class A Common Stock listed on such certificate multiplied by .00079545454 and then rounded up to the next highest whole number.

Article V

Shareholders of the Corporation shall have no preemptive rights.

Article VI

There shall be no cumulative voting by shareholders of the Corporation for the election of directors.

Article VII

Subject to any further approvals which are required to be made by the shareholders, any action required or permitted to be taken at a board meeting may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

Article VIII

The government of this Corporation and the management of its affairs shall be vested in a board of directors whose number shall be fixed by the Bylaws and who shall be elected by the holders of outstanding shares.

Article IX

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. The foregoing shall not be deemed to eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 302A.559 or 80A.23 of Minnesota Statutes, (iv) for any transaction from which the director derived any improper personal benefit, or (v) for any act or omission occurring prior to the effective date of this Article IX. Any repeal or modification of this paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Article X

The duration of this Corporation shall be perpetual.

Article XI

The amendments contained in these Amended and Restated Articles of Incorporation of the Corporation (i) will not adversely affect the rights and preferences of the holders of any outstanding shares of any class or series of the Corporation's capital stock, and (ii) will not result in the percentage of authorized shares of any class or series that remains unissued after the reverse split of shares described in Article IV above exceeding the percentage of authorized shares of such class or series that were unissued before such reverse split.

RESOLVED FURTHER, that the President or any Vice President and the Secretary or any Assistant Secretary of the Corporation be and hereby are authorized to execute and file with the Secretary of State of Minnesota a certificate of the Amended and Restated Articles of Incorporation embodied within the foregoing resolution.

[The Remainder of This Page Has Been Left Intentionally Blank]

IN WITNESS WHEREOF, this Certificate has been executed this 21 day of May, 1997.

5934

Ray Chung
Executive Vice President

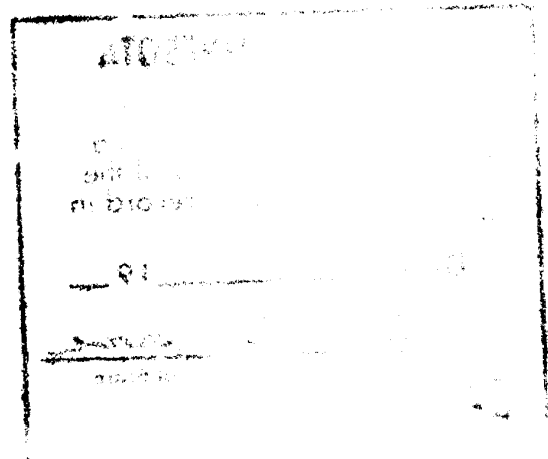
Ann J. Ciocchetti
Assistant Secretary

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAY 27 1997

Joe. J. Anderson
Secretary of State

m



1534457

TRADEMARK
REEL: 1744 FRAME: 0534

HUBBARD PET FOOD DIVISION**1. U.S. Registered Marks**

<u>MARK</u>	Registration NO.
BECAUSE FRIENDS TAKE CARE OF FRIENDS	
United States	1,760,755 (03/23/93)
BONES AND BITS	
United States	1,816,454 (01/11/94)
CHOICE CHUNKS	
United States	1,149,458 (03/24/81)
CHOICE STARS	
United States	1,697,061 (06/23/92)
CHOMPERS (Stylized Letters)	
United States	1,318,473 (02/05/85)
COUNTRY PRIME	
United States	1,993,173 (08/13/96)
COUNTRY PRIME KIBBLES AND NIBBLES	
United States	1,799,565 (10/19/93)
COUNTRY PRIME MOIST & TASTY	
United States	1,895,651 (05/23/95)
DINNER BELL	
United States	1,416,856 (11/11/86)
ENERGY INJECTED FOR THE ACTIVE DOG	
United States	1,662,685 (10/29/91)
GPI-DINE A MITE and Design	

<u>MARK</u>	Registration NO.	
United States	1,122,511 (07/17/79)	
HUBBARD		
United States	621,047 (02/14/56)	621,407
United States	641,332 (02/15/57)	
HUBBARD SOW POWER		
United States	1,206,410 (08/24/82)	
H AND DESIGN		
United States	911,597 (06/04/71)	
United States	914,461 (06/08/71)	
IMPERIAL CHOICE		
United States	1,720,574 (09/29/92)	
LASSY		
United States	1,627,472 (12/11/90)	
LASSY (Block Letters)		
United States	431,236 (07/15/47)	
LASSY (Stylized)		
United States	525,450 (05/23/50)	
LI'L NIBBLERS		
United States	1,797,231 (10/05/93)	
MAGNUM		
United States	1,412,549 (10/07/86)	
United States	1,274,511 (04/17/84)	
MORTON		
United States	1,341,301 (06/11/85)	
MORTON'S DOG CHUNKS		

MARK**Registration NO.**

United States	1,160,203 (07/07/81)	
MORTON'S MAINMEAL		
United States	1,187,960 (01/26/82)	
PEPPY		
United States	1,631,804 (01/15/41)	
PEPPY CHASE		
United States	892,557	
PORTRAIT		
United States	1,300,854 (10/16/84)	
PROCLAIM		
United States	1,693,416 (06/09/92)	
PUPPY-GRO		
United States	1,125,864 (05/20/80)	1,135,864
SPORTSMAN		
United States	979,519 (02/26/74)	
United States	1,735,116 (11/24/92)	
SUPREME		
United States	1,585,003 (02/27/90)	
SUPREME COUNTRY FRESH		
United States	1,050,891 (10/19/76)	
SUPREME DOG FOOD AND DESIGN		
United States	1,286,279 (07/17/84)	
SWEET LASSY (Block Letters)		
United States	235,240 (11/15/27)	
DESIGN ONLY		
United States	1,175,403 (10/27/81)	

b. Pending Applications

<u>Mark</u>	<u>Serial No.</u>
LEFTOVERS	
United States	75/010,088

MILKFLAKES

United States 74/696,089

TABLE SCRAPS

United States 75/009,732

II. HUBBARD ANIMAL FEED DIVISION

1. U.S. Registered Marks

<u>MARK/ COUNTRY</u>	<u>REG. NO. (DATE)</u>
AMINO SCIENCE	
United States	1,946,051 (01/02/96)
APPETIZER	
United States	1,885,534 (03,21/95)
ASCEND	
United States	1,937,684 (07/16/96)
BACON BLEND	
United States	1,647,586 (06/11/91)
BEEF BRICKLE	
United States	1,647,584 (06/11/91)
BEEF-LYX	
United States	1,894,794 (05/23/95)
BEEF SPARK	
United States	1,356,178 (08/27/85)
BEEF TECH	
United States	1,505,543 (09/27/88)
BIG H FEEDS and Design	
United States	607,741 (06/21/55)
BLUE RIBBON	

<u>MARK/ COUNTRY</u>	<u>REG. NO. (DATE)</u>
United States	1,707,720 (08/18/92)
BP/TMR	
United States	1,647,585 (06/11/91)
BRIGADE	
United States	1,915,780 (08/29/95)
BRUNO'S BEST	
United States	1,686,624 (05/12/92)
BUTCHER	
United States	1,650,291 (07/09/91)
COMPLEMIX	
United States	539,374 (03/13/51)
CREEP-N-WEAN	
United States	1,474,385 (01/26/88)
CRYSTALYX	
United States	1,089,036 (04/11/78)
DAKOTA GOLD	
United States	1,994,116 (08/13/96)
DAIRY-LYX	
United States	1,895,832 (05/30/95)
EQUINE LMT	
United States	1,942,236 (12/19/95)
EQUI-STAR	
United States	1,646,999 (06/04/91)
FARM-LYX	
United States	2,034,438 (01/28/97)

<u>MARK/ COUNTRY</u>	<u>REG. NO. (DATE)</u>
FAST START	
United States	1,623,232 (11/20/90)
FEED BP and Design	
United States	1,678,742 (03/10/92)
FESCUE-LYX	
United States	1,691,139 (06/09/92)
FIRST COURSE	
United States	2,006,747 (10/08/96)
FORMULA 2000	
United States	1,909,112 (08/01/95)
GAIN XPRESS	
United States	1,679,152 (03/17/92)
GOLD METAL	
United States	1,650,292 (07/09/91)
HEADS-UP	
United States	1,178,395 (11/17/81)
HI-LEAN	
United States	1,824,872 (03/08/94)
HI-WEIGH 45 and Design	
United States	1,716,272 (09/15/92)
IONO-LYX	
United States	2,034,426 (01/28/97)
LEAN BEEF	
United States	936,864 (06/27/72)
LEAN CUT	

<u>MARK/ COUNTRY</u>	<u>REG. NO. (DATE)</u>
United States	843,574 (11/29/94)
LEAN ERA	
United States	1,864,871 (11/29/94)
LEAN EXPRESSION	
United States	1,702,807 (07/28/92)
LEAN START	
United States	2,032,835 (01/21/97)
LES (Stylized)	
United States	1,295,572 (09/18/84)
LITTER AID	
United States	1,479,868 (03/08/88)
LITTER BUILDER	
United States	1,572,830 (12/26/89)
MAX-E-LAC	
United States	1,959,164 (02/27/96)
MILK FLAKES	
United States	2,042,759 (03/11/97)
MOR-LEAN	
United States	1,765,505 (04/20/93)
MULTUM	
United States	1,855,075 (09/20/94)
NU-TECH	
United States	1,506,770 (10/04/88)
NUTRIBITS	
United States	1,763,987 (04/13/93)

MARK/ COUNTRY	REG. NO. (DATE)
NUTRI-LEAN	
United States	1,478,930 (03/01/88)
NUTRI PREME	
United States	1,501,554 (08/23/88)
OPTICARE	
United States	1,544,073 (06/20/89)
OPTI-PAK	
United States	1,436,608 (04/14/87)
PEDI-BAC PACK	
United States	1,706,222 (08/11/92)
PHASE FEEDING	
United States	1,069,998 (07/19/77)
PIG-NITION	
United States	1,178,395 (11/17/81)
POPPER	
United States	982,955 (04/30/74)
POWER CHAMP	
United States	1,930,396 (10/31/95)
POWER LINE	
United States	2,013,554 (11/05/96)
POWER PAX	
United States	1,676,510 (02/25/92)
PRO-GOLD	
United States	2,013,056 (11/05/96)
PROFIFIC SOW CONCENTRATE	

<u>MARK/ COUNTRY</u>	<u>REG. NO. (DATE)</u>
United States	1,678,744 (03/10/92)
PROTECTED PROTEIN	
United States	1,196,562 (05/25/82)
PROVICO and Design	
United States	400,885 (04/06/43)
PROVICO-BIG H	
United States	1,764,016 (04/13/93)
PROVICO BUTTERFAT BOOSTER	
United States	1,184,428 (01/05/82)
READY-WEAN	
United States	1,567,933 (11/28/89)
REAL MILK	
United States	1,707,591 (08/11/92)
RENOWN	
United States	1,943,112 (12/19/95)
ROASTIES	
United States	1,652,125 (07/30/91)
RUMA-BLOX	
United States	1,644,935 (05/21/91)
RUMA MIN	
United States	1,643,331 (05/07/91)
SPRINT	
United States	1,647,851 (06/18/91)
STABLE-LYX	
United States	1,407,344 (09/02/86)

<u>MARK/ COUNTRY</u>	<u>REG. NO. (DATE)</u>
STAR MXR	
United States	1,646,998 (06/04/91)
STOCKMASTER	
United States	744,657 (02/05/63)
SUMMIT PLUS and Design	
United States	1,695,745 (06/23/92)
SUMMIT +	
United States	1,641,703 (04/16/91)
SUPREME PIG	1,685,019 (05/05/92)
THE POWER OF CONTINUOUS NUTRIENT DELIVERY	2,015,863 (11/12/96)
TRADITION	1,785,741 (08/03/93)
TRANSFORMER	1,207,824
TRI MAX	1,770,325 (05/11/93)
TUNE-UP	892,745 (06/11/70)
ULTRA	1,644,934 (05/21/91)
VIG-A-LICKS	1,317,576 (02/05/85)
WESTERN GOLD	1,903,743 (07/04/95)
WESTERN PLEASURE	1,878,818 (02/14/95)
WHEAT-LYX	1,909,120 (08/01/95)
YEAST XTRA	1,726,971 (10/27/92)
1/2 BARREL DESIGN	1,632,463 (01/29/91)
CONCENTRIC CIRCLE DESIGN	254,717 (03/26/29)

**MARK/
COUNTRY** _____

**REG. NO.
(DATE)** _____

BAG DESIGN

694,376
(03/08/60)

II. U.S. Pending Applications

FEEDLOT Manager and Design

74/609,703

MIN-TECH

74/697,547

PRO-GOLD

75/174,251

03618.0010