

11-19-1999

FORM PTO-
1043-5001

MNS 11/2/99



101202834

U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE

To the Honorable Commissioner

1 original documents or copy thereof.

1. Name of conveying party(ies):
Continental Grain Company

2. Name and address of receiving party(ies):

ContiGroup Companies, Inc.

Address:

Address: 5408 Idylwild Trail

Boulder State: CO Zip: 80301

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

11-02-1999
U.S. Patent & TMOfe/TM Mail Rcpt Dt. #30

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Delaware

Other

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

3. Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

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)

Execution Date: August 1, 1999

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s).

A. Trademark Application No.(s)
See List B

B. Trademark registration No.(s)
See List A

Additional numbers attached: Yes No

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

Name: James R. Sweeney
Internal Address: Lee, Mann, Smith, McWilliams, Sweeney & Ohlson
Street Address: P.O. Box 2786
City: Chicago State: Illinois Zip: 60690-2786

6. Total number of applications and registrations involved: 116

7. Total fee (37 CFR 3.41) \$ 2,915.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

12-0913

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

DO NOT USE THIS SPACE

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.

James R. Sweeney

Name of Person Signing

Signature

Date

10/29/99

Total number of pages comprising cover sheet 19

Do not detach this portion

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

11/18/1999 DNGUYEN 00000109 75094133

01 FC:481
02 FC:482

40.00 OP
2875.00 OP

Commissioner of Patents and Trademarks
Box Assignments
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: 001984 FRAME: 0922

LIST A

REGISTRATION NO.

MARK

1	188,553	FUL-O-PEP Design
2	317,588	UNIVERSAL
3	362,345	TOPPER
4	381,237	I.Q. & Seal Design
5	561,351	KRUMS
6	634,936	ANIMAL FOUNDATION
7	696,164	NEW HOPE
8	698,678	CALFNIP
9	707,003	SOLO
10	740,127	WAYNE-MIX
11	774,226	RES-Q
12	776,072	T.C.
13	818,392	TAIL CURLER ROCKETS
14	818,789	HORSE KRUNCH
15	837,812	MAST-AID
16	860,891	CALF KRUNCH
17	883,874	RUFF'N REDI
18	907,652	SCHUMACHER
19	914,115	BLOX
20	935,454	KRUNCH

LIST A

REGISTRATION NO.

MARK

21	941,615	FRONT RUNNER
22	1,044,367	PRO-PEL
23	1,051,009	WAYNE
24	1,060,049	FULL-O-PEP
25	1,073,282	SUPER-TONE
26	1,077,633	CORONADO
27	1,138,576	FRESH 'N WORM
28	1,145,885	WEIGHT LIFTER
29	1,150,185	CALF-MATE
30	1,169,526	DARI-BLEN
31	1,175,394	LITTER GAIN
32	1,177,525	T.C. ROCKETS
33	1,207,454	ALLIED MILLS
34	1,207,651	AMINO BALANCE
35	1,210,216	WAYNEXTRA
36	1,211,786	HOMESTEAD
37	1,221,399	WXB
38	1,224,845	B-COM-EXTRA
39	1,226,431	CALF RES-Q
40	1,231,624	KATTLYTE

LIST A

REGISTRATION NO.	MARK
41	1,260,354 4 TH DAY
42	1,268,128 WAYNE FEED Design
43	1,276,458 BEEF BALANCER
44	1,299,043 TITAN
45	1,303,422 LAUNCH
46	1,315,325 NUCON
47	1,322,451 F.A.B.
48	1,324,026 MIN-A-LYTE
49	1,330,496 VETRIENT
50	1,333,511 PRIME FORCE
51	1,334,600 POWERSTART
52	1,353,654 NUTRI FERM
53	1,356,187 WAYNEGUARD
54	1,359,548 BENCHMARK
55	1,364,087 BODYGUARD
56	1,364,095 EXPRESS
57	1,367,296 ADVANCER
58	1,384,921 RAT PATROL
59	1,394,266 FORAGE BALANCER
60	1,411,974 BAM

LIST A

REGISTRATION NO.

MARK

61	1,415,545	STRESS QUENCHER
62	1,420,339	FOUNDATION
63	1,430,828	BENCHMARK & Design
64	1,432,673	WAYNESSENTIAL
65	1,438,918	SOF-DIP
66	1,445,900	WAYNE BODYBUILDER
67	1,450,016	RESOURCE
68	1,451,168	JUMPSTART
69	1,452,409	FRAMEBUILDER
70	1,456,745	NEW LIFE
71	1,456,746	OFFAND RUNNING
72	1,458,969	STOCKBUILDER
73	1,458,976	PEAK-DARI
74	1,478,241	DARI-RATIONER
75	1,529,935	BREAKTHRU
76	1,547,935	POWERBASE
77	1,558,326	PROSTOCK
78	1,578,582	4 TH DAY
79	1,624,412	NEXT STEP
80	1,643,322	OPTI-GAIN

LIST A

REGISTRATION NO.

MARK

81	1,655,208	PROVISION
82	1,657,831	OPTI-SOW
83	1,674,473	SMART CHOICES
84	1,717,057	FIN-PRO
85	1,742,024	ULTRA BLEN
86	1,744,724	FRAMEWORK
87	1,771,724	ANIMAL Design
88	1,868,794	PARAGON
89	1,918,344	CONTIMAP
90	1,934,010	SMART MIX
91	1,982,837	BUFFERPRO
92	1,986,010	OPTI-BLEN
93	2,000,369	BASELINE
94	2,033,684	TRIANGLE WITH 3 PIGS
95	2,045,086	VALUSOW
96	2,050,428	VALLEY DAIRY SERVICES
97	2,053,572	DESIGNERSOW
98	2,057,437	KORNPLEX
99	2,070,663	SIRE GAIN
100	2,084,729	LACTA GAIN

LIST A

REGISTRATION NO. MARK

101	2,124,337	ASSIST
102	2,157,484	APPEAL
103	2,194,143	WAYNE
104	2,205,721	BRIGHTSTAR
105	2,215,482	CALIPER

LIST B

SERIAL NO.

MARK

1	75/094,133	FARMECOLOGY
2	75/094,263	MUCOSAL STARTER CULTURE
3	75/234,288	FARMECOLOGY & Design
4	75/416,831	DUETS
5	75/469,919	WAYNE QUALITY
6	75/470,082	Q
7	75/504,974	XIT
8	75/507,554	XIT
9	75/559,731	PRODUCTS AND ANSWERS THAT WORK
10	75/651,973	MSC
11	75/651,974	WAYNE in Oval

7-29-99

CERTIFICATE OF OWNERSHIP AND MERGER**MERGING****CONTIGROUP COMPANIES, INC.****INTO****CONTINENTAL GRAIN COMPANY****PURSUANT TO SECTION 253 OF THE DELAWARE GENERAL
CORPORATION LAW**

Continental Grain Company, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY that:

1. The Corporation is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of ContiGroup Companies, Inc. ("CGC"), which is a business corporation of the State of Delaware.
3. On July 26, 1999, the Board of Directors of the Corporation, by unanimous written consent of its members, adopted the following resolutions to merge CGC into the Corporation:

RESOLVED, that, pursuant to Section 253 of the General Corporation Law of the State of Delaware, the Corporation and Conti Group Companies Inc. ("CGC"), a wholly-owned subsidiary of the Corporation, be merged on the following terms and conditions (the "CGC Merger"):

(a) The Corporation shall continue to be incorporated and duly organized under the laws of the State of Delaware. CGC shall be the merged corporation and its separate existence shall thereupon cease.

(b) The effective date of the CGC Merger (the "Effective Time") shall be the later of 11:59 pm on July 31, 1999 or the date of filing a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

(c) Upon the CGC Merger becoming effective, the Corporation shall change its corporate name by changing Article I of its Restated Certificate of Incorporation to read as follows: First. The name of the Corporation is Conti Group Companies Inc.

(d) At the Effective Time, except for the change to the Corporation's name described above, the Restated Certificate of Incorporation of the Corporation, as in

JUL-29-1999 10:01

C.T. CORP

1 212 315 7981 P.03/04

2

effect immediately prior to the Effective Time, shall be the Restated Certificate of Incorporation of the Corporation, as the surviving corporation, until thereafter restated or amended in accordance with applicable law.

(e) At the Effective Time, except for the change to the Corporation's name described above, the By-laws of the Corporation, as in effect immediately prior to the Effective Time, shall be the By-laws of the Corporation, as the surviving corporation, until thereafter amended or restated in accordance with applicable law.

(f) The officers and directors of the Corporation in office on the Effective Time shall remain in the same capacities as officers and directors of the Corporation, as the surviving corporation, until their successors have been duly elected and qualified.

(g) Upon the CGC Merger becoming effective, the Corporation, as the surviving corporation, shall assume all of the rights, privileges, powers, franchises, duties, liabilities and obligations of each of CGC and the Corporation.

(h) The Chairman, the Vice Chairman, any Senior Vice President and any Vice President (the "Designated Officers") of the Corporation shall be, and each of them hereby is, authorized to execute, and the Secretary or Assistant Secretary of the Corporation is hereby authorized to attest to the execution of, a Certificate of Ownership and Merger of the Corporation and CGC, and the Designated Officers shall be, and each of them hereby is, authorized to cause the Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware.

(i) Anything herein or elsewhere to the contrary notwithstanding, the terms and conditions of the CGC Merger may be amended, and the CGC Merger may be terminated and abandoned, to the fullest extent permitted by law, by the Board of Directors of the Corporation at any time prior to the date of filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

FURTHER RESOLVED, that the Designated Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation or its subsidiaries, to take any action (including, without limitation, the payment of expenses) and to execute (by manual or facsimile signature) and deliver all such further documents, contracts, letters, agreements, instruments, drafts, receipts or other writings that such officer or officers may in their sole discretion deem necessary or appropriate to carry out, comply with and effectuate the purposes of the foregoing resolutions and the transactions contemplated thereby and that the authority of such officers to execute and deliver any of such documents and instruments, including without limitation any modification, extension or expansion, and to take any such other action, shall be conclusively evidenced by their execution and delivery thereof or their taking thereof.

JUL-29-1999 10:01

C.T. COPP

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Paul J. Fribourg, its Chairman and CEO and attested by Lawrence G. Wepler, its Assistant Secretary, this 28th day of July, 1999.

CONTINENTAL GRAIN COMPANY

By:

Paul J. Fribourg

Name: Paul J. Fribourg

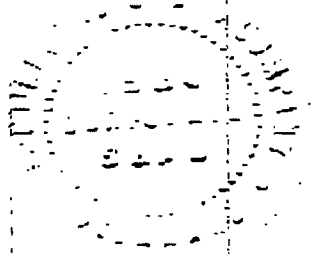
Title: Chairman and CEO

Attest:

Lawrence G. Wepler

Name: Lawrence G. Wepler

Title: Assistant Secretary



STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 08/06/1999
991329038 - 0197602

200 313 7981 P.02/06

**CORRECTED CERTIFICATE OF OWNERSHIP AND MERGER
FOR CONTI GROUP COMPANIES INC.**

**PURSUANT TO SECTION 103 OF THE DELAWARE GENERAL
CORPORATION LAW**

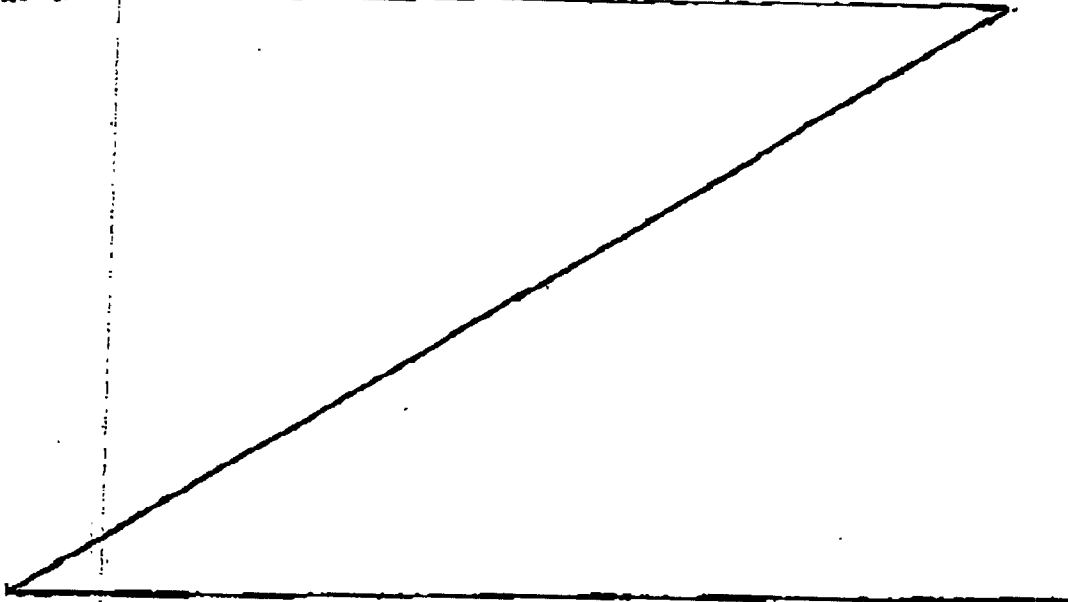
Conti Group Companies Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), files this Corrected Certificate of Ownership and Merger pursuant to Section 103 of the Delaware General Corporation Law and DOES HEREBY CERTIFY that:

1. The name of the Corporation is Conti Group Companies Inc.
2. That a Certificate of Ownership and Merger was filed by the Secretary of State of Delaware on July 29, 1999 and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.

3. The inaccuracy or defect of said Certificate to be corrected is as follows:

The name of the surviving corporation is inaccurately reflected in said Certificate of Ownership and Merger.

4. The Certificate of Ownership and Merger is corrected in its entirety to read as follows:



08/10/99

12:56

DIV OF CORPS - TECH SUPPORT + CT WILM

NO. 253 003

203 003 7981 P. 03/86

CERTIFICATE OF OWNERSHIP AND MERGER**MERGING****CONTIGROUP COMPANIES, INC.****INTO****CONTINENTAL GRAIN COMPANY****PURSUANT TO SECTION 253 OF THE DELAWARE GENERAL
CORPORATION LAW**

Continental Grain Company, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY that:

1. The Corporation is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of ContiGroup Companies, Inc. ("CGC"), which is a business corporation of the State of Delaware.
3. On July 26, 1999, the Board of Directors of the Corporation, by unanimous written consent of its members, adopted the following resolutions to merge CGC into the Corporation:

RESOLVED, that, pursuant to Section 253 of the General Corporation Law of the State of Delaware, the Corporation and Conti Group Companies Inc. ("CGC"), a wholly-owned subsidiary of the Corporation, be merged on the following terms and conditions (the "CGC Merger"):

(a) The Corporation shall continue to be incorporated and duly organized under the laws of the State of Delaware. CGC shall be the merged corporation and its separate existence shall thereupon cease.

(b) The effective date of the CGC Merger (the "Effective Time") shall be the hour of 11:59 pm on July 31, 1999 or the date of filing a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

(c) Upon the CGC Merger becoming effective, the Corporation shall change its corporate name by changing Article I of its Restated Certificate of Incorporation to read as follows: **FIRST**. The name of the Corporation is ContiGroup Companies, Inc.

(d) At the Effective Time, except for the change to the Corporation's name described above, the Restated Certificate of Incorporation of the Corporation, as in

effect immediately prior to the Effective Time, shall be the Restated Certificate of Incorporation of the Corporation, as the surviving corporation, until thereafter restated or amended in accordance with applicable law.

(e) At the Effective Time, except for the change to the Corporation's name described above, the By-laws of the Corporation, as in effect immediately prior to the Effective Time, shall be the By-laws of the Corporation, as the surviving corporation, until thereafter amended or restated in accordance with applicable law.

(f) The officers and directors of the Corporation in office on the Effective Time shall remain in the same capacities as officers and directors of the Corporation, as the surviving corporation, until their successors have been duly elected and qualified.

(g) Upon the CGC Merger becoming effective, the Corporation, as the surviving corporation, shall assume all of the rights, privileges, powers, franchises, duties, liabilities and obligations of each of CGC and the Corporation.

(h) The Chairman, the Vice Chairman, any Senior Vice President and any Vice President (the "Designated Officers") of the Corporation shall be, and each of them hereby is, authorized to execute, and the Secretary or Assistant Secretary of the Corporation is hereby authorized to attest to the execution of, a Certificate of Ownership and Merger of the Corporation and CGC, and the Designated Officers shall be, and each of them hereby is, authorized to cause the Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware.

(i) Anything herein or elsewhere to the contrary notwithstanding, the terms and conditions of the CGC Merger may be amended, and the CGC Merger may be terminated and abandoned, to the fullest extent permitted by law, by the Board of Directors of the Corporation at any time prior to the date of filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

FURTHER RESOLVED, that the Designated Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation or its subsidiaries, to take any action (including, without limitation, the payment of expenses) and to execute (by manual or facsimile signature) and deliver all such further documents, contracts, letters, agreements, instruments, drafts, receipts or other writings that such officer or officers may in their sole discretion deem necessary or appropriate to carry out, comply with and effectuate the purposes of the foregoing resolutions and the transactions contemplated thereby and that the authority of such officers to execute and deliver any of such documents and instruments, including without limitation any modification, extension or expansion, and to take any such other action, shall be conclusively evidenced by their execution and delivery thereof or their making thereof.

09/10/99

12:56

DIV OF CORPS - TECH SUPPORT - CT WILM

NO. 258 005

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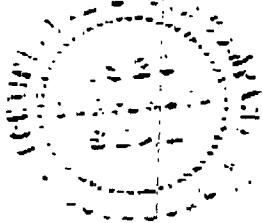
IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Paul J. Fribourg, its Chairman and CEO and attested by Lawrence G. Weppler, its Assistant Secretary, this 28th day of July, 1999.

CONTINENTAL GRAIN COMPANY

By: *Paul J. Fribourg*
Name: Paul J. Fribourg
Title: Chairman and CEO

Attest:

Lawrence G. Weppler
Name: Lawrence G. Weppler
Title: Assistant Secretary



Cont: 001-313015.1

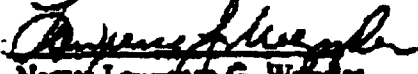
AUG-06-1999 14:00

C. T. CORP

1 212 315 7991 A. 06/06

IN WITNESS WHEREOF, the Corporation has caused this Corrected Certificate to be signed by Lawrence G. Wepler, its Vice President and General Counsel - Corporate, this 6th day of August, 1999.

Conti Group Companies Inc.

By: 
Name: Lawrence G. Wepler
Title: Vice President and
General Counsel - Corporate

State of Delaware
Office of the Secretary of State

PAGE 1

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 CORRECTION OF "CONTI GROUP COMPANIES INC.", CHANGING ITS NAME FROM "CONTI GROUP COMPANIES INC." TO "CONTIGROUP COMPANIES, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF AUGUST, A.D. 1999, AT 4:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0197402 8100
991331449

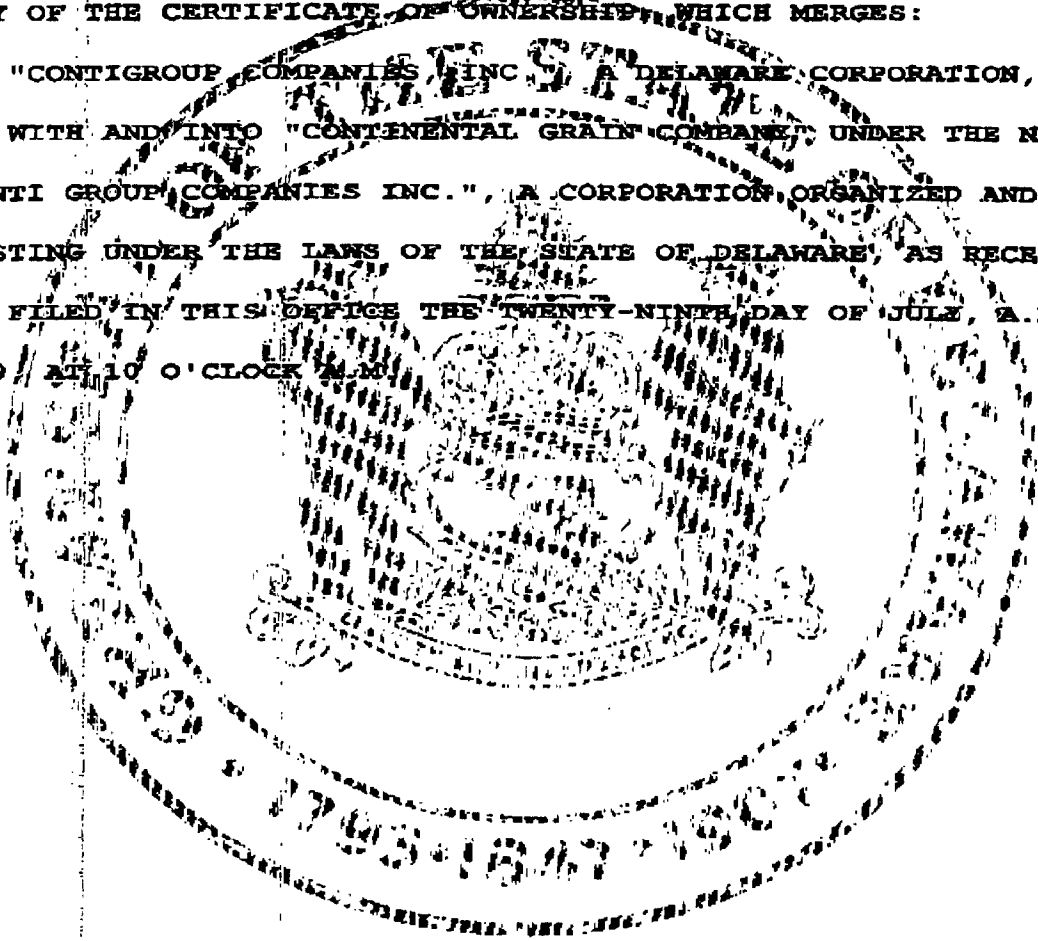
AUTHENTICATION: 9913491
DATE: 08-10-99

State of Delaware
Office of the Secretary of State

PAGE 1

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 OWNERSHIP, WHICH MERGES:

"CONTIGROUP COMPANIES, INC.," A DELAWARE CORPORATION, WITH AND INTO "CONTINENTAL GRAIN COMPANY" UNDER THE NAME OF "CONTI GROUP COMPANIES INC.," A CORPORATION, ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JULY, A.D. 1999 AT 10 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0197402 8100M
991319739

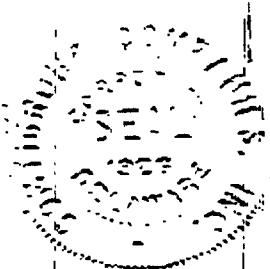
AUTHENTICATION: 9900356
DATE: 08-03-99

TRADEMARK
REEL: 001984 FRAME: 0939

SECRETARY'S CERTIFICATE

The undersigned, an Assistant Secretary of ContiGroup Companies, Inc., certifies that effective at 11:59 P.M. on July 31, 1999 (the "Effective Date"), Continental Grain Company merged its wholly owned subsidiary ContiGroup Companies, Inc. into itself and changed its name to ContiGroup Companies, Inc. The restated Certificate of Incorporation, the By-laws and the officers and directors of Continental Grain Company immediately prior to the Effective Date remain the re-stated Certificate of Incorporation, By-laws and the officers and directors of ContiGroup Companies, Inc. after the Effective Date. Attached hereto is a true and correct copy of the Corrected Certificate of Ownership and Merger filed with the Secretary of State of Delaware reflecting the merger and name change.


Assistant Secretary



(ContiGroup)



11-02-1999

U.S. Patent & TMOs/TM Mail Rcpt Dt. #30

Name Change to U.S. Trademarks

Please acknowledge receipt of the enclosed:

Serial No.:

Filing Date:

certificate of mailing,
Trademark Cover Sheet,
copy of name change document,
List A and B of trademarks to be changed,
check No. 36199 for \$2,915.00,
return postcard.

Due Date (If Any):

Date Sent: October 29, 1999 kk

I hereby certify that the correspondence is being deposited with the United States Postal Service as first class mail in an envelope with sufficient postage addressed to:

Assistant Commissioner for Trademarks,
2900 Crystal Drive, Arlington VA 22202-3513, on the date indicated below:

Date: October 29, 1999

BY: Kathy Kurek