

MPD 3/20/01

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027

04-10-2001



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

1,149,458

101658638

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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  
11 12 1998

Change of Name

Other \_\_\_\_\_

#### Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year  
11 10 1998

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

#### Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

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.)

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

**TRADEMARK**  
REEL: 002268 FRAME: 0317

**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="1149458"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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**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*

3/20/01

Name of Person Signing

Signature

Date Signed



# The State of Texas

## SECRETARY OF STATE CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

DOANE TRANSITION, L.L.C.  
a Texas limited liability company  
with  
DOANE PET CARE COMPANY  
a Delaware no permit entity

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Filed                    NOVEMBER 12, 1998

Effective            NOVEMBER 12, 1998 11:07A.M.



Alberto R. Gonzales  
Secretary of State

NOV 12 1998

ARTICLES OF MERGER  
OF  
DOANE TRANSITION, L.L.C.  
WITH AND INTO  
DOANE PET CARE COMPANY

Corporations Section

*Pet Care OK*

Pursuant to Article 10.05 of the Texas Limited Liability Company Act, the undersigned corporation hereby adopts the following Articles of Merger to effect the merger (the "Merger") of Doane Transition, L.L.C., a Texas limited liability company ("Transition"), with and into Doane ~~Products~~ Company, a Delaware corporation formerly known as Doane Products Company ("Doane") and owner of all of the issued and outstanding capital stock of Transition.

1. The name of the parent corporation is Doane Pet Care Company, a Delaware corporation, and the name of the subsidiary entity is Doane Transition, L.L.C. a Texas limited liability company.
2. All of the issued and outstanding membership interests of Transition are owned by Doane. The membership interests are not divided into units or any other class or series.
3. Attached hereto as Exhibit A is a copy of resolutions adopted by Doane, the parent entity, on November 10, 1998 approving the merger of Transition into Doane.
4. The address of the registered office of Doane in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801 in New Castle County, Delaware. The name of its registered agent as such address is The Corporation Trust Company.
5. The Merger shall be effective at 11:07 a.m. Eastern Standard Time on November 12, 1998.
6. The surviving entity agrees to be responsible for the payment of all such fees and franchise taxes as may be due or required of the merging entities.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger on this 10th day of November, 1998.

DOANE PET CARE COMPANY

By: \_\_\_\_\_



Thomas R. Heidental  
Secretary

EXHIBIT A

DOANE PET CARE COMPANY  
SPECIAL MEETING OF  
THE BOARD OF DIRECTORS  
RESOLUTIONS OF MERGER

NOVEMBER 10, 1998

The undersigned, the duly elected Secretary of Doane Pet Care Company, a Delaware corporation (the "Company"), hereby certifies that the following resolutions were approved by the Company through its Board of Directors (the "Board") at a duly convened special meeting of the Board, held by telephone on November 10, 1998, at which George B. Kelly, Chairman, Doug Cahill, Peter Grauer, Jeffrey Walker, Bob Robinson, Walid Mansur, Ray Chung and Stephen Sherrill were present.

Merger of Doane Transition, L.L.C. with and into the Company

WHEREAS, the Company is the owner of all of the issued and outstanding membership interests of Doane Transition, L.L.C., a Texas limited liability company ("Transition");

WHEREAS, the only class of equity interests in Transition consists of the membership interests held by the Company;

WHEREAS, Transition and the Company desire to merge Transition with and into the Company with the Company continuing as the surviving corporation.

BE IT THEREFORE RESOLVED, that the merger of Transition with and into the Company with the Company continuing as the surviving corporation is hereby approved; and be it further

RESOLVED, that the Merger be effected pursuant to Section 253 of the DGCL and Article 10.05 of the Texas Limited Liability Company Act (the "Act"); and be it further

RESOLVED, that the Merger be effective at 11:07 a.m. Eastern Standard Time on November 12, 1998; and be it further

RESOLVED, that, pursuant to Section 251(d) of the DGCL, prior to the effectiveness of the Merger, the board of directors of the Company or Transition may terminate the Merger; and be it further

RESOLVED, that the officers of the Company are authorized to take such action and enter into, execute, deliver, record and file such agreements, documents, instruments and certificates as such officers deem necessary or desirable to effect the Merger in accordance with the DGCL and the Act.

RESOLVED, that any and all action taken by any proper officer of the Company prior to the date this Consent is actually executed in effecting the purposes of the foregoing resolutions is hereby ratified, approved, confirmed, and adopted in all respects.

Following the adoption of the foregoing resolutions, the Board adjourned.

Respectfully submitted by the undersigned as of the date first set forth above.



Thomas R. Heidenthal, Secretary

C:\MERGERS\ART-LLC.A

Office of the Secretary of State

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 MERGER, WHICH MERGES:

"DOANE TRANSITION, L.L.C.", A TEXAS LIMITED LIABILITY COMPANY,

WITH AND INTO "DOANE PET CARE COMPANY" UNDER THE NAME OF "DOANE PET CARE COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF NOVEMBER, A.D. 1998, AT 10:01 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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NOTHE...

11-19-98

**CERTIFICATE OF MERGER**

This Certificate of Merger is being filed by the undersigned corporation pursuant to Section 264 of the Delaware General Corporation Law (the "DGCL") to effect the merger (the "Merger") of Doane Transition, L.L.C., a Texas limited liability company ("Transition"), with and into Doane Pet Care Company, a Delaware corporation formerly known as Doane Products Company ("Doane"). The undersigned certifies as follows:

1. The constituent entities are Doane Transition, L.L.C., a Texas corporation, and Doane Pet Care Company, a Delaware corporation.
2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporation in accordance with Section 264 of the DGCL. The executed agreement of merger is on file at the offices of the surviving company, Doane Pet Care Company, 103 Powell Court, Suite 200, Brentwood, Tennessee 37027. The surviving entity shall furnish a copy of the agreement of merger, on request and without cost, to any stockholder of Doane and any member of Transition.
3. The surviving entity in the Merger is Doane Pet Care Company. The certificate of incorporation of the surviving entity in effect immediately prior to the Merger shall be the certificate of incorporation of the surviving entity after the Merger.

The Merger shall be effective at 11:07 a.m. Eastern Standard Time on November 12, 1998. The Board of Directors of Doane may terminate the agreement of merger prior to the effectiveness of the Merger at the time set forth in the preceding sentence.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and Merger as of this 10th day of November, 1998.

DOANE PET CARE COMPANY

By:



Thomas R. Heidenthal  
Senior Vice President  
Chief Financial Officer



# Vinson & Elkins

ATTORNEYS AT LAW

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March 20, 2001



03-20-2001  
U.S. Patent & TMO/TM Mail Rcpt Dt #10

Commissioner for Trademarks  
Box Assignments  
Washington, D.C. 20231

Re: Merger of Doane Transition, L.L.C. with and Into Doane Pet Care Company  
Our File: DOA480/5-74

Dear Sir:

Enclosed for filing in the Patent and Trademark Office is the *Recordation Form Cover Sheet* and attached *Certificate of Merger of Doane Transition, L.L.C. with Doane Pet Care Company*. Also enclosed is our check in the amount of \$40.00.

Please acknowledge receipt of the enclosed documents by date stamping the enclosed postcard and returning it to this office.

If additional fees are required, please charge Deposit Account No. 22-0365.

Very truly yours,

Peter E. Mims

496396\_1.DOC  
Enclosures

Recorded in the United States Patent & Trademark Office  
in Re Application of: Doane Pet Care Company

Mark: Choice Chunks

Our File No.: POA480/5-74

Registration No.: 1,149,458

the following:

1. Articles of Merger of Doane Transition, L.L.C. with and into Doane Pet Care Company;
2. Check in the amount of \$40.00; and
3. Recordation Form Cover Sheet (2 pages).

Date Mailed: March 20 2001

**PLEASE DATE STAMP AND RETURN**

**CANCELLED**

11-30-2000

U.S. Patent & TMO/TM Mail Rpt. Dt. #40

1800 M Street, N.W.  
Washington, D.C. 20036-E  
202-467-7000  
Fax: 202-467-7176

**Morgan, Lewis  
& Bockius LLP**  
C O U N S E L O R S   A T   L A W

**Ellen M. Baker**  
Legal Assistant  
(202) 467-7758  
ebaker@morganlewis.com



November 30, 2000  
**VIA HAND DELIVERY**

Commissioner for Trademarks  
Box Assignments  
2900 Crystal Drive  
Arlington, Virginia 22202-3513  
**Attention: Assignment Branch**

Re: Recordation of Trademark Security Agreement  
Our Ref.: 66397-0202

Dear Madam:

We enclose for recording at the Assignment Branch a Trademark Security Agreement between the Grantors listed on Schedule A attached to the Recordation Form Cover Sheet, namely DIC Entertainment Holdings, Inc. , et al., and The Chase Manhattan Bank. This document is being filed to update record title to the 20 trademark registrations listed in Schedule A attached to the security agreement.

The details of this recording are set out on the enclosed Recordation Form Cover Sheet in compliance with Patent and Trademark Office rules. We enclose a check in the amount of \$515.00 to cover the amount of the recordation fee for 20 marks. Please charge any additional fees to the deposit account of Morgan, Lewis & Bockius LLP, Account No. 13-4520.

Please call me if you have any questions concerning this filing. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive that reads "Ellen M. Baker".

Ellen M. Baker  
Legal Assistant

Enclosures

cc: Marija Potkonjak

1-WA/1520755.1

Philadelphia   Washington   New York   Los Angeles   Miami   Harrisburg   Pittsburgh   Princeton  
London   Brussels   Frankfurt   Tokyo

**TRADEMARK**  
**REEL: 002268 FRAME: 0327**

THE ORIGINAL DOCUMENT HAS A REFLECTIVE WATERMARK ON THE BACK. HOLD AT AN ANGLE TO VIEW WHEN CHECKING THE ENDORSEMENT

**VINSON & ELKINS**

LLP

ATTORNEYS AT LAW  
2300 FIRST CITY TOWER  
HOUSTON, TEXAS 77002-6760

Morris, Kerry Michelle

88-88 Check No.

1113 **1550619**

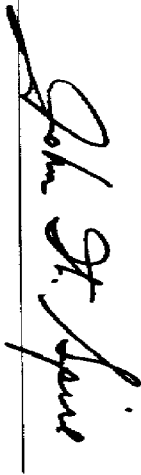
VOID AFTER 90 DAYS

CHASE BANK OF TEXAS, N.A.  
SAN ANGELO, TEXAS

**PAY \*\*\*\*Forty and 00/100 Dollars\*\*\*\***

TO THE ORDER OF: Assistant Commissioner for Trademarks

VINSON & ELKINS L.L.P.



NOT VALID OVER \$1,000



⑈ 1550619 ⑈ ⑈ 111300880⑈ ⑈ 0530001872 ⑈

VINSON & ELKINS, L.L.P.  
ATTORNEYS AT LAW

FIRST CITY TOWER, HOUSTON, TEXAS 77002-6760

Check Date  
3/16/01

Check Number  
**1550619**

GL ACCOUNT Client      Offc Matter      Dept      Invoice Date      Invoice No.

3/16/01

023685

INVOICE DESCRIPTION

AMOUNT

Fee for Filing Merger Documents from Doane  
Transitiaon to Doane Pet Care for Choice  
Chunks

\$40.00

DOA480

00001

\$40.00

TRADEMARK

REEL: 002268 FRAME: 0328

RECORDED: 03/20/2001