

5/3/02

05-14-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



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

102089363

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

1. Name of conveying party(ies): Doane Transition, L.L.C.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 11/12/98

2. Name and address of receiving party(ies)

Name: Doane Pet Care Company

Internal Address: Suite 300

Street Address: 210 Westwood Place

City: Brentwood State: TN Zip: 37027

- 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 registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,697,061; 0,732,806

Additional number(s) attached Yes No

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

Name: Linda G. Alvarez

Internal Address: 2300 First City Tower

Street Address: 1001 Fannin Street

City: Houston State: TX Zip: 77002

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 80.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

22-0365 Attn: 5-102

DO NOT USE THIS SPACE

9. Signature.

Linda G. Alvarez Name of Person Signing

Signature

5/3/02 Date

Total number of pages including cover sheet, attachments, and document: 25

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

05/13/2002 T01A21 00000217 1697061

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

TRADEMARK REEL: 2504 FRAME: 0684



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

Doane Pet Care *JK*

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 at 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

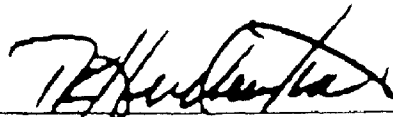
RESOLVED, that, pursuant to Section 251(d) of the DGCL, prior to the effectiveness of the Merger, the board of directors of the Company or Transition may terminate the Merger; and be it further

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

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.



A handwritten signature in cursive script, appearing to read "Edward J. Freel".

Edward J. Freel, Secretary of State

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981445917

9415532

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

Linda G. Alvarez
Direct Dial 713-758-2430
Direct Fax 713-615-5908
lalvarez@velaw.com

May 3, 2002

By Express Mail, Label No. EL 686109091 US
Commissioner for Trademarks
Box Assignments
Washington, D.C. 20231

Re: Articles of Merger Merging Windy Hill Pet Food Company, Inc. Into
Doane Mergeco No. 1, Inc.; Doane Mergeco No. 1, Inc. Into Doane Transition,
L.L.C.; and Doane Transition L.L.C. Into Doane Pet Care Company
Our File: DOA480/5-09 and DOA480/5-102

Dear Sir:

Enclosed for filing in the Patent and Trademark Office are the Recordation Form Cover
Sheets and attached Articles of Merger Merging Windy Hill Pet Food Company, Inc. into Doane
Mergeco No. 1, Inc., Doane Mergeco No. 1, Inc. into Doane Transition, L.L.C.; and Doane
Transition L.L.C. into Doane Pet Care Company for the following trademark registrations:

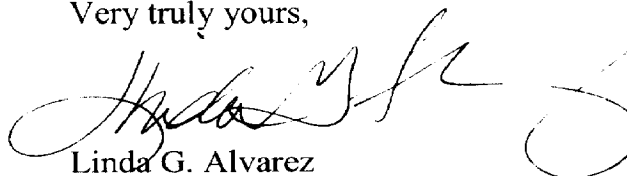
<u>MARK</u>	<u>Registration Number</u>
CHOICE STARS	1,697,061
DOGBURGER	0,732,806

Also enclosed is our check in the amount of \$240.00 (\$40.00 x 3 cover sheets = \$120.00 x 2
registrations = \$240.00)

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

If additional fees are required or if the fee enclosed is in excess of the required fee, please
charge or credit Deposit Account No. 22-0365; ATTN: DOA480/5-09 as appropriate.

Very truly yours,



Linda G. Alvarez

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