

08-01-2002



102175163

FORM PTO 1594 (Rev. 6-93)

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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

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

1. Name of conveying party(ies):
 Windy Hill Pet Food Company, Inc. 7-24-02

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

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

2. Name and address of receiving party(ies)
 Name: Feed-Rite (US) Animal Feeds, Inc.
 Internal Address: _____
 Street Address: 17 Speers Road
 City: Winnipeg State: Manitoba, Canada ZIP: R2J 1M1

Individual(s) _____
 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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 21, 1997

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

A. Trademark Application No.(s) _____

Additional numbers attached? Yes No

B. Trademark Registration No.(s) 1,987,684

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

Name: Travis L. Bachman
 Internal Address: Dorsey & Whitney LLP

 Street Address: Suite 1500, 50 South Sixth Street

 City: Minneapolis State: MN ZIP: 55402-1498

6. Total Number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$400.00

Enclosed
 Authorized to be charged to deposit account _____

8. Deposit account number:
04-1420

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

OFFICE OF PUBLIC RECORDS
 FINANCE SECTION
 702 JUL 24 AM 10:19

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.

Travis L. Bachman
 Name of person Signing

Signature

7/23/02
 Date

Total number of pages comprising cover sheet: 1

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

Do not detach this portion

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

07/31/2002 GTON11 00000069 1987684
 01 FC:481 40.00 TP

BOX ASSIGNMENT
 Director - U.S. Patent and Trademark Office
 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: 002553 FRAME: 0605

ASSIGNMENT OF TRADEMARKS

WHEREAS, Windy Hill Pet Food Company, Inc., a Minnesota corporation formerly known as Hubbard Milling Company, whose principal address is Two Maryland Farms, Suite 301, Brentwood, Tennessee 37037 (hereinafter "Assignor") is the owner of and has adopted, used and is licensing or otherwise using the names, tradenames and trademarks identified on **Schedule A**, including any trade dress or label designs related thereto (hereinafter, collectively referred to as the "Marks"); and

WHEREAS, Feed-Rite (US) Animal Feeds, Inc., a Minnesota corporation, whose principal address is %Feed-Rite, Ltd., 17 Speers Road, Winnipeg, Manitoba, Canada R2J 1M1 (hereinafter, "Assignee") desires to acquire the Marks and any applications and registrations therefor, including the registrations and/or pending applications identified on **Schedule A** and all renewals and extensions thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign, transfer and convey unto Assignee all of Assignor's right, title and interest in and to the Marks including, without limitation, any and all registrations and/or pending applications therefor, including the applications and registrations identified on **Schedule A**, together with that part of the goodwill of the business associated with the Marks and which is symbolized by the Marks.

Assignor further sells, assigns, transfers and conveys to Assignee the entire right, title and interest in and to any and all causes of action and rights of recovery for past infringement of the Marks.

Assignor agrees to execute and deliver, at the request of the Assignee, such additional papers, instruments and assignments, as the Assignee may reasonably require in order to vest Assignor's right, title and interest in and to the Marks in the Assignee and/or to carry out the intent of the Assignment.

The terms, covenants and provisions of this Agreement shall inure to the benefit of Assignee, its successors, assigns and/or legal representatives, and shall be binding upon Assignor, its successors, assigns and/or other legal representatives.

IN WITNESS WHEREOF, Assignor has executed this Assignment this 21st day of May, 1997.

WINDY HILL PET FOOD COMPANY, INC.

By Ray Chung
Ray Chung
Executive Vice President

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 21st day of May, 1997, before me personally came RAY CHUNG to me known, who being by me duly sworn did depose and say that he is the Executive Vice President of Windy Hill Pet Food Company, Inc., the corporation described in and which executed the foregoing Assignment of Trademarks, and that he signed his name thereto by the consent of the order the Board of Directors of said Corporation.

Thomas Kollar
NOTARY PUBLIC

THOMAS KOLLAR
NOTARY PUBLIC, State of New York
No. 01K05068484
Qualified in Kings County
Commission Expires Nov. 04, 1998

03618.0010

R&O-309461.1

1. U.S. Registered Marks

<u>MARK/ COUNTRY</u>	<u>APPLICTN NO. (DATE)</u>	<u>REG. NO. (DATE)</u>	<u>STATUS</u>
AMINO SCIENCE			
United States	74/487,293 (02/07/94)	1,946,051 (01/02/96)	REGISTERED.
APPETIZER			
United States	74/404/977 (06/24/93)	1,885,534 (03,21/95)	REGISTERED.
ASCEND			
United States	74/621,757 (01/17/95)	1,987,684 (07/16/96)	REGISTERED.
BACON BLEND			
United States	74/078,670 (07/16/90)	1,647,586 (06/11/91)	REGISTERED.
BEEF BRICKLE			
United States	74/078,667 (07/16/90)	1,647,584 (06/11/91)	REGISTERED.
BEEF-LYX			
United States	74/497,702 (03/07/94)	1,894,794 (05/23/95)	REGISTERED.
BEEF SPARK			
United States	73,484,235 (06/08/84)	1,356,178 (08/27/85)	REGISTERED.
BEEF TECH			
United States	73/707,356 (01/25/88)	1,505,543 (09/27/88)	REGISTERED.
BIG H FEEDS and Design			
United States	71/670,285 (07/20/54)	607,741 (06/21/55)	RENEWED.
BLUE RIBBON			
United States	74/078,665 (07/16/90)	1,707,720 (08/18/92)	REGISTERED.
BP/TMR			
United States	74,078,668 (07/16/90)	1,647,585 (06/11/91)	REGISTERED.

<u>MARK/ COUNTRY</u>	<u>APPLICTN NO. (DATE)</u>	<u>REG. NO. (DATE)</u>	<u>STATUS</u>
BRIGADE			
United States	74/460,836 (10/18/93)	1,915,780 (08/29/95)	REGISTERED.
BRUNO'S BEST			
United States	74/149,974 (03/22/91)	1,686,624 (05/12/92)	REGISTERED. Partial Section 2(f).
BUTCHER			
United States	74/078,664 (07/16/90)	1,650,291 (07/09/91)	REGISTERED, Section 8 & 15 accepted.
COMPLEMIX			
United States	71/539,722 (12/21/49)	539,374 (03/13/51)	RENEWED.
CREEP-N-WEAN			
United States	73/616,414 (08/25/86)	1,474,385 (01/26/88)	REGISTERED, Section 8 & 16 accepted.
CRYSTALYX			
United States	73/133,190 (07/07/77)	1,089,036 (04/11/78)	REGISTERED.
DAKOTA GOLD			
United States	74/590,036 (10/24/94)	1,994,116 (08/13/96)	REGISTERED.
DAIRY-LYX			
United States	74,497,580 (03/07/94)	1,895,832 (05/30/95)	REGISTERED.
EQUINE LMT			
United States	74/540,574 (06/21/94)	1,942,236 (12/19/95)	REGISTERED.
EQUI-STAR			
United States	74/080,760 (07/23/90)	1,646,999 (06/04/91)	REGISTERED.
FARM-LYX			
United States	74/677,891 (05/22/95)	2,034,438 (01/28/97)	REGISTERED.
FAST START			
United States	73/806,632 (06/14/89)	1,623,232 (11/20/90)	REGISTERED.
FEED BP and Design			

<u>MARK/ COUNTRY</u>	<u>APPLICTN NO. (DATE)</u>	<u>REG. NO. (DATE)</u>	<u>STATUS</u>
United States	74/079,536 (07/16/90)	1,678,742 (03/10/92)	REGISTERED.
FESCUE-LYX			
United States	74/149,972 (03/22/91)	1,691,139 (06/09/92)	REGISTERED.
FIRST COURSE			
United States	74/557,659 (08/05/94)	2,006,747 (10/08/96)	REGISTERED.
FORMULA 2000			
United States	74/246,626 (02/18/92)	1,909,112 (08/01/95)	REGISTERED.
GAIN XPRESS			
United States	74/078,669 (07/16/90)	1,679,152 (03/17/92)	REGISTERED.
GOLD METAL			
United States	74/078,666 (07/16/90)	1,650,292 (07/09/91)	REGISTERED. Section 8 & 15 accepted.
HEADS-UP			
United States	73/283,568 (10/27/80)	1,178,395 (11/17/81)	REGISTERED. Section 8 & 15 accepted
HI-LEAN			
United States	74/389,048 (05/12/93)	1,824,872 (03/08/94)	REGISTERED.
HI-WEIGH 45 and Design			
United States	74/234,888 (01/03/92)	1,716,272 (09/15/92)	REGISTERED.
IONO-LYX			
United States	74/675,033 (05/17/95)	2,034,426 (01/28/97)	REGISTERED.
LEAN BEEF			
United States	72/357,363 (04/20/70)	936,864 (06/27/72)	RENEWED. Supplemental Register.
LEAN CUT			
United States	72/262,169 (01/09/67)	843,574 (11/29/94)	REGISTERED.
LEAN ERA			
United States	74/473,453 (12/27/93)	1,864,871 (11/29/94)	REGISTERED.

<u>MARK/ COUNTRY</u>	<u>APPLICTN NO. (DATE)</u>	<u>REG. NO. (DATE)</u>	<u>STATUS</u>
LEAN EXPRESSION			
United States	74/212,744 (10/15/91)	1,702,807 (07/28/92)	REGISTERED.
LEAN START			
United States	74/647,587 (03/16/95)	2,032,835 (01/21/97)	REGISTERED.
LES (Stylized)			
United States	73/415,520 (03/02/83)	1,295,572 (09/18/84)	REGISTERED, Section 8 & 15 accepted.
LITTER AID			
United States	73/668,932 (06/29/87)	1,479,868 (03/08/88)	REGISTERED.
LITTER BUILDER			
United States	73/787,126 (03/17/89)	1,572,830 (12/26/89)	REGISTERED. Section 8 & 15 accepted.
MAX-E-LAC			
United States	74/391,448 (05/17/93)	1,959,164 (02/27/96)	REGISTERED.
MILK FLAKES			
United States	74/696,089 (07/03/94)	2,042,759 (03/11/97)	REGISTERED.
MOR-LEAN			
United States	74/212,743 (10/15/91)	1,765,505 (04/20/93)	REGISTERED.
MULTUM			
United States	74/377,816 (04/12/93)	1,855,075 (09/20/94)	REGISTERED.
NU-TECH			
United States	73/707,357 (01/25/88)	1,506,770 (10/04/88)	REGISTERED. Section 8 & 15 accepted.
NUTRIBITS			
United States	74/187,503 (07/22/91)	1,763,987 (04/13/93)	REGISTERED.
NUTRI-LEAN			
United States	73/668,975 (06/29/87)	1,478,930 (03/01/88)	REGISTERED. Section 8 & 15 accepted.
NUTRI PREME			

<u>MARK/ COUNTRY</u>	<u>APPLICTN NO. (DATE)</u>	<u>REG. NO. (DATE)</u>	<u>STATUS</u>
United States	73/703,724 (01/04/88)	1,501,554 (08/23/88)	REGISTERED. Section 8 & 15 accepted.
OPTICARE			
United States	73/740,556 (07/18/88)	1,544,073 (06/20/89)	REGISTERED. Partial Section 8 accepted.
OPTI-PAK			
United States	73/623,112 (09/30/86)	1,436,608 (04/14/87)	REGISTERED. Section 8 & 15 accepted.
PEDI-BAC PACK			
United States	74/216,326 (10/28/91)	1,706,222 (08/11/92)	REGISTERED.
PHASE FEEDING			
United States	73/094,433 (07/23/76)	1,069,998 (07/19/77)	REGISTERED. Section 8 & 15 accepted.
PIG-NITION			
United States	73/283,568 (10/27/80)	1,178,395 (11/17/81)	REGISTERED. Section 8 & 15 accepted.
POPPER			
United States	72/445,841 (01/12/73)	982,955 (04/30/74)	RENEWED.
POWER CHAMP			
United States	74/320,947 (10/08/92)	1,930,396 (10/31/95)	REGISTERED.
POWER LINE			
United States	75/002,470 (20/06/95)	2,013,554 (11/05/96)	REGISTERED.
POWER PAX			
United States	74/078,613 (07/16/90)	1,676,510 (02/25/92)	REGISTERED.
PRO-GOLD			
United States	74/590,034 (10/24/94)	2,013,056 (11/05/96)	REGISTERED.
PROFIFIC SOW CONCENTRATE			
United States	74/111,749 (11/02/90)	1,678,744 (03/10/92)	REGISTERED.
PROTECTED PROTEIN			

<u>MARK/ COUNTRY</u>	<u>APPLICTN NO. (DATE)</u>	<u>REG. NO. (DATE)</u>	<u>STATUS</u>
United States	73/299,413 (03/02/81)	1,196,562 (05/25/82)	REGISTERED. Supplemental Register. section 8 accepted.
PROVICO and Design			
United States	71/456,742 (11/11/42)	400,885 (04/06/43)	RENEWED.
PROVICO-BIG H			
United States	74/300,204 (08/03/92)	1,764,016 (04/13/93)	REGISTERED.
PROVICO BUTTERFAT BOOSTER			
United States	73/288,293 (12/03/80)	1,184,428 (01/05/82)	REGISTERED, Section 8 & 15 accepted.
READY-WEAN			
United States	73/787,228 (03/17/89)	1,567,933 (11/28/89)	REGISTERED. Section 8 & 15 accepted.
REAL MILK			
United States	74/078,675 (07/16/90)	1,707,591 (08/11/92)	REGISTERED. Supplemental Register.
RENOWN			
United States	74/400,285 (06/11/93)	1,943,112 (12/19/95)	REGISTERED.
ROASTIES			
United States	74/078,763 (07/16/90)	1,652,125 (07/30/91)	REGISTERED. Section 8 & 15 accepted.
RUMA-BLOX			
United States	74/081,597 (07/16/90)	1,644,935 (05/21/91)	REGISTERED. Section 8 & 15 accepted.
RUMA MIN			
United States	74/078,662 (07/16/90)	1,643,331 (05/07/91)	REGISTERED. Section 8 & 15 accepted.
SPRINT			
United States	74/078,671 (07/16/90)	1,647,851 (06/18/91)	REGISTERED. Section 8 & 15 accepted.
STABLE-LYX			
United States	73/581,987 (02/10/86)	1,407,344 (09/02/86)	REGISTERED. Section 8 & 15 accepted.
STAR MXR			

<u>MARK/ COUNTRY</u>	<u>APPLICTN NO. (DATE)</u>	<u>REG. NO. (DATE)</u>	<u>STATUS</u>
United States	74/078,663 (07/16/90)	1,646,998 (06/04/91)	REGISTERED.
STOCKMASTER			
United States	72/139,107 (03/05/62)	744,657 (02/05/63)	RENEWED.
SUMMIT PLUS and Design			
United States	74/179,123 (06/24/91)	1,695,745 (06/23/92)	REGISTERED.
SUMMIT +			
United States	74/034,984 (03/05/90)	1,641,703 (04/16/91)	REGISTERED. Section 8 & 15 accepted.
SUPREME PIG			
United States	74/078,674 (07/16/90)	1,685,019 (05/05/92)	REGISTERED.
THE POWER OF CONTINUOUS NUTRIENT DELIVERY			
United States	75/044,149 (01/16/96)	2,015,863 (11/12/96)	REGISTERED.
TRADITION			
United States	74/340,926 (12/17/92)	1,785,741 (08/03/93)	REGISTERED.
TRANSFORMER			
United States	73/341,376	1,207,824	REGISTERED. Section 8 & 15 accepted.
TRI MAX			
United States	74/319,242 (09/30/92)	1,770,325 (05/11/93)	REGISTERED.
TUNE-UP			
United States	72/327,625 (05/19/69)	892,745 (06/11/70)	RENEWED.
ULTRA			
United States	74/078,672 (07/16/90)	1,644,934 (05/21/91)	REGISTERED. Section 8 & 15 accepted.
VIG-A-LICKS			
United States	73/458,292 (12/23/83)	1,317,576 (02/05/85)	REGISTERED. Section 8 & 15 accepted.
WESTERN GOLD			

<u>MARK/ COUNTRY</u>	<u>APPLICTN NO. (DATE)</u>	<u>REG. NO. (DATE)</u>	<u>STATUS</u>
United States	74/480,919 (01/21/94)	1,903,743 (07/04/95)	REGISTERED.
WESTERN PLEASURE			
United States	74/484,885 (01/31/94)	1,878,818 (02/14/95)	REGISTERED.
WHEAT-LYX			
United States	74/371,302 (03/24/93)	1,909,120 (08/01/95)	REGISTERED.
YEAST XTRA			
United States	74/215,942 (10/28/91)	1,726,971 (10/27/92)	REGISTERED.
1/2 BARREL DESIGN			
United States	73/691,463 (10/23/87)	1,632,463 (01/29/91)	REGISTERED. Section 2(f). Section-8 & 15 accepted.
CONCENTRIC CIRCLE DESIGN			
United States	71/275,880 (10/27/28)	254,717 (03/26/29)	RENEWED.
BAG DESIGN ONLY			
United States	72/047,007 (03/03/56)	694,376 (03/08/60)	RENEWED. Supplemental Register.
2. <u>U.S. Pending Applications</u>			
FEEDLOT Manager and Design			
United States	74/609,703 (12/12/94)	N/A	PENDING. ITU. Statement of Use filed. Disclaimed "FEEDLOT MANAGER."
MIN-TECH			
United States	74/697,547 (07/05/95)	N/A	PENDING. ITU. Notice of Allowance issued 04/15/97.
PRO-GOLD			
United States	75/174,251 (09/30/96)	N/A	PENDING. New application.

3. Foreign Registrations

<u>MARK/ COUNTRY</u>	<u>APPLICTN NO. (DATE)</u>	<u>REGISTRN NO. (DATE)</u>	<u>STATUS</u>
BEEF-LYX			
Canada	650,297 (02/06/90)	379,803 (02/08/91)	REGISTERED.
CRYSTALYX			
Canada	573,543 (11/26/86)	357,521 (06/23/89)	REGISTERED.
Mexico	149,659	445,383	
DAIRY-LYX			
Canada	677,842 (03/14/91)	394,364 (02/14/92)	REGISTERED.
MINERAL-LYX			
Canada	677,841 (03/14/91)	394,363 (02/14/92)	REGISTERED.
STABLE-LYX			
Canada	650,293 (02/06/90)	379,802 (02/08/91)	REGISTERED.

4. Fictitious Business Names/Trade Names/Common Law Trademarks

a. Feed Product Names

BEEF CHAMPION	COMMANDER
DYNA-POP	ENERGY MIX
FAST FINISH	FRESH START
GRO LEAN	SILO GUARD II
LEAN VALUE	MILK BUSTER
MINERAL-LYX (U.S.)	MORLAC
NUTRI-MX	NUTRI-ONE STEP
PIG BUILDER	PIG BUSTER
PIG DYNA-BITS	PIG DYNAMITE
PIG SPARK	PRECISION BLEND
PRIME CATTLE	PROFIT BLEND
PROFIT	PRO MX
MAKER	SELECT
RANGER-N-GRO	STRESS RELIEF
SHEEP LYX	TRUSTY
SWEET BITS/SWEET SUPERBITS	
HOG MAKER	

b. Assumed Name Filings

<u>Name</u>	<u>Jurisdictions</u>
Renata Nutrition	California, Georgia, Illinois, Indiana, Iowa, Missouri, Nebraska, Ohio, Pennsylvania, Texas, Wisconsin