

FORM PTO-1618A

Expires 08/30/99
OMB 0651-0027U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK**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
08 22 02☐ **Change of Name**☐ **Other** _____**Conveying Party**☒ **Mark if additional names of conveying parties attached.**Execution Date
Month Day Year
08 22 02Name AARON FOODS, LTD.

Formerly _____

☐ **Individual** ☐ **General Partnership** ☐ **Limited Partnership** ☒ **Corporation** ☐ **Association**☐ **Other** _____☒ **Citizenship/State of Incorporation/Organization** OHIO**Receiving Party**☐ **Mark if additional names of receiving parties attached.**Name CARGILL, INCORPORATED

DBA/KA/TA _____

Composed of _____

Address (line 1) 15407 MCGINTY ROAD WEST

Address (line 2) _____

Address (line 3) WAYZATA

City

MINNESOTA

State

55391

Zip Code

☐ **Individual** ☐ **General Partnership** ☐ **Limited Partnership** ☐ **Association**☒ **Corporation** ☐ **Association**☐ **Other** _____☒ **Citizenship/State of Incorporation/Organization** DELAWARE

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 on a separate document from assignment.)

FOR OFFICE USE ONLY

Public burden reporting 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 Assignment, Washington D.C. 20231

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TRADEMARK
REEL: 2635 FRAME: 0573

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Expires 06/30/99
OMB 0651-0027U.S. Department of
Commerce
Patent and Trademark Office
TRADEMARK**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name _____

Address (line 1) _____

Address (line 2) _____

Address (line 4) _____

Correspondent Name and AddressArea Code and Telephone Number 312-577-7000Name JOSEPH T. NABORAddress (line 1) Fitch, Even, Tabin & FlanneryAddress (line 2) 120 South LaSalle Street, Suite 1600Address (line 4) Chicago, Illinois 60603**Pages** Enter the total number of pages of the attached conveyance document
including any attachments.# 11**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)**

			2,116,703		
			2,054,751		

Number of Properties

Enter the total number of properties involved.

2**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 65.00Method of Payment: Enclosed ☐ Deposit Account ☒

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

06-1135

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.

JOSEPH T. NABOR
Name of Person Signing
Signature04/16/03
Date Signed

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

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

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party

☐ Mark if additional names of conveying parties attached.

Enter Additional Conveying Party

Name BGB PET SUPPLY, INC.

Execution Date
Month Day Year
08/22/02

Formerly _____

☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association
☐ Other _____
☒ Citizenship/State of Incorporation/Organization Michigan

Receiving Party

☐ Mark if additional names of receiving parties attached.

Enter Additional Receiving Party

Name _____

DBA/AKA/TA _____

Composed of _____

Address (line 1) _____

Address (line 2) _____

Address (line 3) _____

City

State

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 on a separate document from assignment.)

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)

LMB (263883)

TRADEMARK ASSIGNMENT

WHEREAS, AARON FOODS, LTD., an Ohio limited liability corporation with its principal office and place of business at 12 Feed Mill Road, Everson, Pennsylvania, BGB PET SUPPLY, INC., a Michigan corporation with its principal office and place of business at G-1234 North Center Road, Burton, Michigan, and BGB PET SUPPLIES, INC., a Michigan corporation with its principal office and place of business at G-1234 North Center, Burton, Michigan (hereinafter, collectively, "Assignor") own federal trademark registrations and may have certain common law rights in the trademarks listed in Attachment A (hereinafter the "Trademarks"); and

WHEREAS, CARGILL, INCORPORATED (hereinafter "Assignee"), a Delaware corporation with its principal office and place of business at 15407 McGinty Road West, Wayzata, Minnesota is desirous of acquiring whatever rights Assignor may have in said Trademarks and any related technology, product specifications, formulations and certain bag plates to manufacture future packaging; and

WHEREAS, Assignee is desirous of acquiring the bags and labels listed in Attachment B, all of which list Assignor as distributor (the "Packaging Materials").

NOW, THEREFORE, for \$47,250, less the amount of the bags listed in Attachment C currently located in Assignee's warehouse, receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign to Assignee all of its rights, title and interest in and to said Trademarks, to whatever extent Assignor may have such rights, title and interest in and to said Trademarks, together with any related technology, product specification, formulations, bag plates, and the goodwill of the business symbolized by said Trademarks.

Assignor does hereby sell to Assignee the Packaging Materials and grants Assignee the right to distribute materials in the Packaging Materials under Assignor's names until the existing inventory is exhausted.

This Assignment does not include the bags and labels listed in Attachment D (the "Excluded Brands") located at H & H Properties and Assignee's warehouse in Goodfield, Illinois. Assignee does not accept any responsibility for the condition or storage fees of the bags located at H & H Properties. Assignor agrees to remove all Excluded Brands, together with the bags listed in Attachment C, located in Assignee's warehouse no later than 90 days after execution of this Assignment.

LMB (263883)

Assignor agrees that no royalties or other payments are due to the assignor for sales of these products (Attachment A) in 2002 prior to the execution of this agreement.

Assignor agrees not to compete with Assignee in the pet food business in accordance with the following terms: Assignor hereby covenants and agrees that for a period of six (6) months, beginning on the date of execution stated below, it shall not directly or indirectly own, manage, operate, control, be employed by or be an agent for, participate in, or be connected in any manner with the ownership, management, operation or control of any business which is competitive with Assignee in the pet food business.

This Assignment was executed at Burton Mich
on Aug 22, 2002.

AARON FOODS, LTD.

Signature: [Signature]
Name: Gilbert L McLeod
Title: Pres

AARON FOODS, LTD.

Signature: [Signature]
Name: Tim Wickham
Title: VP

BGB PET SUPPLY, INC.

Signature: [Signature]
Name: G. L. Best L McLeod
Title: Pres

BGB PET SUPPLY, INC.

Signature: _____
Name: _____
Title: _____

LMB (263883)

ATTACHMENT A

Trademark	Owner	Serial No.	Registration No.
SPORTSBLEND	Aaron Foods Ltd.	75/000143	2116703
OL' JAKE	Aaron Foods Ltd.	74/728783	
TURBO POWER	BGB Pet Supply, Inc.	75/073246	2054751

LMB (263883)

ATTACHMENT B

Product/Label

OI Jake 21-8 40P
OI Jake 21-8 50P
OI Jake 26-13 40P
OI Jake 26-13 50P
Sports Blend Cat 20P
Sports Blend Cat 40P
Sports Blend Gold 50P
Sports Blend Main 50P
Sports Blend Prof 50P

LMB (263883)

ATTACHMENT C

Product/Label

Emerald 21-12 Main 20P
Emerald 21-12 Main 40P
Emerald 21-12 Main 50P
Emerald 26-18 Adult 20P
Emerald 26-18 Adult 40P
Emerald 26-18 Adult 50P
Emerald Cat 20P
Emerald Lamb/Rice 20P
Emerald Lamb/Rice 40P
Turbo Lamb/Rice 40P

LMB (263883)

ATTACHMENT DProduct/Label

Martin's 33-21 Dog 27.5P

Martin's 33-21 Dog 55P

New Gen Adult Dog 17.6P

New Gen Adult Dog 4.4P

New Gen Cat 17.6P

New Gen Cat 4.4P

New Gen Lamb/Rice 17.6P

New Gen Lamb/Rice 35.4P

New Gen Puppy 17.6P

New Gen Puppy 35.4P

New Gen Puppy 4.4P

New Gen Sr./Lite 17.6P

New Gen Sr./Lite 35.4P

New Gen Sr./Lite 4.4P

Sports Blend Gold 25P

Sports Blend Lamb/Rice 40P

Sports Blend Main 25P

Sports Blend Prof 25P

FITCH, EVEN, TABIN & FLANNERY

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April 16, 2003

*NOT ADMITTED TO ILLINOIS BAR

703-306-5995 TOTAL PAGES FAXED: 11

**Re: Recordation of Chain of Title Documents for
CARGILL, INCORPORATED Trademarks
FETF Client No. 9911/51938**

Dear Sir:

Please use the **EXPEDITED PROCESSING** for this Recordation of Chain of Title Documents. Please charge our **Deposit Account 06-1135** for any and all fees due.

Please record the enclosed document reflecting the 2002 Trademark Assignment from Aaron Foods, Ltd., an Ohio, and BGB Pet Supply, Inc., a Michigan corporation to Cargill, Incorporated, a Delaware corporation.

U.S. TRADEMARK REGISTRATIONS				
	Registration No.	Registration Date	Mark	Atty Docket No.
1.	2,054,751	April 22, 1997	TURBO POWER	9911-78766
2.	2,116,703	November 25, 1997	SPORTS BLEND	9911-78767

**TRADEMARK
REEL: 2635 FRAME: 0582**

TRADEMARK
Atty. Docket No. 51938

Enclosed herewith is the Trademark Assignment and Recordation Form Cover Sheet for recording the above-identified transaction for these Registrations. The Recordation Form Cover Sheets authorize the Commissioner to charge \$65.00 to Deposit Account No. 06-1135 to cover the recording fees required under 37 C.F.R. §2.6(b).

The Commissioner is further authorized to charge any additional fees which may be required in this proceeding during its entire pendency, or credit any overpayment, to Deposit Account No. 06-1135. Please return the enclosed documents to us once they have been recorded.

Respectfully Submitted,
FITCH, EVEN, TABIN & FLANNERY



Joseph T. Nabor

JTN:dir
Encl.