

04-09-2003



Form PTO-1594  
OMB No. 0651-0027

RECORDATION FORM  
**TRADEMARKS ONLY**

102414182

Commerce  
Patent and Trademark Office

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

1. Name of conveying party(ies):  
**Doane Pet Care Company** 4.3.03

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State - **Delaware**  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies):  
Name: **ADM Alliance Nutrition, Inc.**

Internal Address:  
Street Address: **1000 North 30<sup>th</sup> Street**  
City: **Quincy** State: **IL** Zip Code: **62301**  
Country: **U.S.A**

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State - **Illinois**  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representation 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(s): **June 28, 2002**

4. Application number(s) or registration number(s):  
A. Trademark Application No(s).  
  
Additional numbers attached?  Yes  No

B. Trademark Registration No(s).  
**2,161,022; 2,161,021 and 951,459**

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

Name: **Sterne, Kessler, Goldstein & Fox P.L.L.C.**  
Internal Address: **c/o**  
**Tracy-Gene G. Durkin, Esq.**

Street Address: **1100 New York Ave., N.W.**  
City: **Washington** State: **D.C.** Zip Code: **20005-3934**

6. Total number of applications and registrations involved ..... 3

7. Total fee (37 C.F.R. § 3.41)..... **\$90.00**

Enclosed  
 Charge: PTO-2038 Credit Card Form Enclosed  
 Authorized to be charged to Deposit Account

8. Deposit Account Number: **19-0036**

**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.*

**Tracy-Gene G. Durkin, Esq.** \_\_\_\_\_  
Name of Person Signing                      Signature                      Date 4/3/03

04/08/2003 JJALLAH2 00000014 2161022 Total number of pages including cover sheet, attachments and document 4

01 FC:8521  
02 FC:8522

40.00 OP  
50.00 OP

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

TRADEMARK ASSIGNMENT

WHEREAS, Doane Pet Care Company, a Delaware corporation and successor in interest to Windy Hill Pet Food Company, Inc., a Minnesota Corporation with registered address at 210 Westwood Place, South, Suite 300, Brentwood, Tennessee 37027 (hereafter called "Assignor"), is the owner of certain registered trademarks identified on Schedule A (hereinafter the "Marks");

WHEREAS, ADM Alliance Nutrition, Inc. (successor in interest to Consolidated Nutrition, L.C.), with offices at 1000 North 30th Street, Quincy, Illinois 62301 (hereinafter called "Assignee"), is desirous of acquiring the Assignor's right, title and interest in and to said trademarks and the registrations thereof;

WHEREAS, Assignor has agreed in the Manufacturing Agreement dated as of June 28, 2002 ("Manufacturing Agreement"), to assign all of their right, title and interest in, to and under the above identified Marks to Assignee;

NOW, THEREFORE, pursuant to the Manufacturing Agreement, and for valuable and legally sufficient consideration, receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and transfers to Assignee, its successors and assigns, all of its entire right, title, and interest, whether statutory or at common law, in and to the Marks, together with the goodwill of the business symbolized by the Marks, and all registrations therefore.

Assignor agrees to execute further documents and, at Customer's expense, to do such other acts as may be necessary or desirable to vest full title in and to the Marks in Assignee or as may be necessary or desirable to obtain, renew, issue or enforce the Marks.

Executed this 28<sup>th</sup> day of JUNE, 2002.

Doane Pet Care Company.  
A Delaware corporation, Assignor

By: David L. Horton  
Name: DAVID L. HORTON  
Title: VP + GM OF N. AMERICAN OPERATIONS

Accepted by:

ADM Alliance Nutrition, Inc.

By: Michael J. Foster  
Name: Michael J. Foster  
Title: President

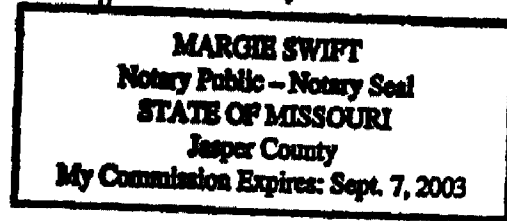
STATE OF )  
 )  
COUNTY OF )

On this 28<sup>th</sup> day of June, 2002 before me personally came David S. Norton to me known, who being by me duly sworn did depose and say that he/she is the Vice President of Doane Pet Care Company, the corporation described in and which executed the foregoing instrument; and that he/she signed his/her name thereto by order of the Board of Directors of said corporation.

Margie Swift  
Notary Public

My Commission Expires:

9-7-03



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# SCHEDULE A

<b>Mark</b>	<b>Registered Owner</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
PROUD PAWS	Windy Hill Pet Food Company	2,161,022	5/26/1998
PLAYFUL PAWS	Windy Hill Pet Food Company	2,161,021	5/26/1998
HOUN' DAWG	Windy Hill Pet Food Company	951,459	1/23/1973
HOUN' DAWG AND DESIGN	Windy Hill Pet Food Company	1,799,574	10/19/1993