

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

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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

Tab settings ⇌ ⇌ ⇌

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

<p>1. Name of conveying party(ies): <u>PM Nutrition Company, Inc.</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>PM Nutrition Company LLC</u> Internal Address: <u>MS 2500</u> Street Address: <u>4001 Lexington Ave No. Arden Hills</u> State: <u>MN</u> Zip: <u>55126</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State _____ <input checked="" type="checkbox"/> Other <u>LLC - Delaware</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No <small>(Designations must be a separate document from assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>10/11/2001</u></p>	<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____</p> <p>B. Trademark Registration No.(s) <u>1,332,478; 1,312,342;</u> <u>2,204,489</u></p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Brenda Goebel</u> Internal Address: <u>MS 2500</u> <u>Land O'Lakes, Inc.</u> Street Address: <u>4001 Lexington Ave No.</u> <u>Arden Hills</u> State: <u>MN</u> Zip: <u>55126</u></p>	<p>6. Total number of applications and registrations involved: 3</p> <p>7. Total fee (37 CFR 3.41).....\$ <u>90⁰⁰</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>12-0215</u></p> <p><small>(Attach duplicate copy of this page if paying by deposit account)</small></p>
DO NOT USE THIS SPACE	
<p>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.</p> <p><u>Amber Stevens</u> <u>Amber Stevens</u> <u>2/21/05</u> Name of Person Signing Signature Date</p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: 6</p>	

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

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State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "PM NUTRITION COMPANY, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "PM NUTRITION COMPANY, INC." TO "PM NUTRITION COMPANY, LLC", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF OCTOBER, A.D. 2001, AT 1 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2696119 8100V

010505146

AUTHENTICATION: 1386859

DATE: 10-11-01
TRADEMARK

REEL: 003043 FRAME: 0203

FROM RICHARDS, LAYTON & FINGER#8

(THU)10.11'01 13:25/ST. 13:56/ST. 4864934713/P 2
 STATE OF DELAWARE
 DIVISION OF CORPORATIONS
 FILED 01:00 PM 10/11/2001
 010505146 - 2696119

**CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY
 OF
 PM NUTRITION COMPANY, INC.
 TO
 PM NUTRITION COMPANY, LLC**

This Certificate of Conversion to Limited Liability Company, dated as of October 11, 2001, has been duly executed and is being filed by PM Nutrition Company, Inc., a Delaware corporation (the "Company"), to convert the Company to PM Nutrition Company, LLC, a Delaware limited liability company (the "LLC"), under the Delaware Limited Liability Company Act (6 Del.C. §18-101, et seq.) and the General Corporation Law of the State of Delaware (8 Del.C. §101, et seq.) (the "GCL").

1. The Company's name when it was originally incorporated was PM Nutrition Company, Inc. The Company's name immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was PM Nutrition Company, Inc.

2. The Company was first incorporated on December 18, 1996. The jurisdiction of the Company at the time it was first incorporated was the State of Delaware. The jurisdiction of the Company immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was the State of Delaware.

3. The name of the LLC into which the Company shall be converted as set forth in its certificate of formation is PM Nutrition Company, LLC.

4. The conversion of the Company to the LLC has been approved in accordance with the provisions of Sections 228 and 266 of the GCL.

5. The conversion of the Company to the LLC shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and a certificate of formation with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Limited Liability Company as of the date first-above written.

PM NUTRITION COMPANY, INC.

By: Duane Halverson

Name: Duane Halverson
 Title: President

ML:791157.04

TRADEMARK
 REEL: 003043 FRAME: 0204

State of Delaware
Office of the Secretary of State

PAGE 2

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "PM NUTRITION COMPANY, LLC" FILED IN THIS OFFICE ON THE ELEVENTH DAY OF OCTOBER, A.D. 2001, AT 1 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2696119 8100V

010505146

AUTHENTICATION: 1386859

TRADEMARK

REEL 10030431 FRAME: 0205

RICHARDS, LAYTON & FINGER#8

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STATE OF DELAWARE
DIVISION OF CORPORATIONS
FILED 01:00 PM 10/11/2001
010505146 - 2696119

**CERTIFICATE OF FORMATION
OF
PM NUTRITION COMPANY, LLC**


This Certificate of Formation of PM Nutrition Company, LLC (the "LLC"), dated as of October 11, 2001, is being duly executed and filed by Monica M. Ayres, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 DeL.C. §18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is PM Nutrition Company, LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware are The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.



Name: Monica M. Ayres
Authorized Person of LLC

MI:791140.02