#### TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

#### **CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
PURINA MILLS INC.		06/22/2009	CORPORATION: MISSOURI

#### **RECEIVING PARTY DATA**

Name:	PURINA MILLS, LLC	
Street Address:	100 Danforth Drive	
City:	Gray Summit	
State/Country:	MISSOURI	
Postal Code:	63039	
Entity Type:	ntity Type: LIMITED LIABILITY COMPANY: DELAWARE	

#### PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	0875024	COMPENSATOR

#### **CORRESPONDENCE DATA**

Fax Number: (651)481-2832

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 651-481-2828

Email: cawenger@landolakes.com

Correspondent Name: Land O'Lakes, Inc.

Address Line 1: 4001 Lexington Avenue North

Address Line 2: MS 2500

Address Line 4: Arden Hills, MINNESOTA 55126

ATTORNEY DOCKET NUMBER:	COMPENSATOR-3143
NAME OF SUBMITTER:	Amber Stevens, Attorney of Record
Signature:	/amber stevens/
Date:	06/22/2009

TRADEMARK 900136897 **REEL: 004009 FRAME: 0488**  Total Attachments: 3

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TRADEMARK
REEL: 004009 FRAME: 0489

## 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 "PURINA MILLS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "PURINA MILLS, INC." TO "PURINA MILLS, LLC", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF OCTOBER, A.D. 2001, AT 1:25 O'CLOCK P.M.



Darriet Smith Windson Harriet Smith Windson

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010505194

AUTHENTICATION: 1386945

DATE: 10-11-01

TRADEMARK
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DIVISION OF CORPORATIONS
FILED 01:25 PM 10/11/2001
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# CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY OF PURINA MILLS, INC. TO PURINA MILLS, LLC

This Certificate of Conversion to Limited Liability Company, dated as of October 11, 2001, has been duly executed and is being filed by Purina Mills, Inc., a Delaware corporation (the "Company"), to convert the Company to Purina Mills, 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 Holdings Corporation. The Company's name immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was Purina Mills, Inc.
- 2. The Company was first incorporated on July 12, 1993. 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 Purina Mills, 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.

PURINA MILLS, INC.

Name:

Duane Halverson

Title:

President

M1:789646.06

### ASSIGNMENT OF TRADEMARK REGISTRATION

WHEREAS, on December 17, 2007, Purina Mills, Inc. (hereinafter "Purina") and Purina Mills, LLC (hereinafter "Purina Mills LLC") entered into an agreement wherein Purina assigned all it's rights, title and interest in and to the goods and effects belonging, due or owing to Purina Mills LLC, of its trademark registration number 875,024 COMPENSATOR.

WHEREAS, Purina has used the trademark; and is desirous to assign it's rights.

WHEREAS, Purina Mills, LLC, a Delaware limited liability company, whose mailing address is 100 Danforth Drive, Gray Summit, Missouri 63039 is desirous of acquiring such mark and the registration thereof.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Purina assigns all rights, title and interest it may have in and to such mark.

Dated this 22nd day of June, 2009

PURINA MILLS INC

Print Name:

John W. Curran

Titlè:

Assistant Secretary

State of MINNESOTA)

) SS

County of RAMSEY )

On this 22nd day of June, 2009, before me appeared John W. Curran, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of Purina Mills, Inc.

Notary Public

RECORDED: 06/22/2009

CHARLOTTE A.H. WENGER
Notary Public-Minnesota
My Commission Expires Jan 31, 2010

TRADEMARK REEL: 004009 FRAME: 0492