

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/30/1986

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Wells Pet Food Corp.		12/18/1986	CORPORATION: ILLINOIS

**RECEIVING PARTY DATA**

Name:	Midwestern Pet Foods, Inc.
Street Address:	9634 Hedden Road
City:	Evansville
State/Country:	INDIANA
Postal Code:	47711
Entity Type:	CORPORATION: INDIANA

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	1114987	SPORTMIX
Registration Number:	1125418	GOLDEN CHOICE
Registration Number:	1126439	SPLASH
Registration Number:	1081271	SPORTMIX
Registration Number:	0949943	GOLDEN CHOICE

**CORRESPONDENCE DATA**

Fax Number: (215)832-5363  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (215) 569-5363  
 Email: stefanski@blankrome.com  
 Correspondent Name: Jennifer L. Stefanski  
 Address Line 1: Blank Rome LLP  
 Address Line 2: One Logan Square - 9th Floor  
 Address Line 4: Philadelphia, PENNSYLVANIA 19103-6998

CH \$140.00 1114987

ATTORNEY DOCKET NUMBER:	001500-00013
NAME OF SUBMITTER:	Jennifer L. Stefanski
Signature:	/Jennifer L. Stefanski/
Date:	07/14/2009
Total Attachments: 7 source=Wells Pet Food Corp. - Merger#page1.tif source=Wells Pet Food Corp. - Merger#page2.tif source=Wells Pet Food Corp. - Merger#page3.tif source=Wells Pet Food Corp. - Merger#page4.tif source=Wells Pet Food Corp. - Merger#page5.tif source=Wells Pet Food Corp. - Merger#page6.tif source=Wells Pet Food Corp. - Merger#page7.tif	

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE  
CERTIFICATE OF MERGER

To Whom These Presents Come, Greeting:

WHEREAS, there have been presented to this office for filing duplicate copies of Articles of Merger, merging

Corporation	State of Incorporation	Date of Incorporation/Admission
STOCKYARD FEED & SUPPLY CO., INC.	INDIANA	AUGUST 26, 1982
BLUE BARN DOG FOOD CO., INC.	INDIANA	AUGUST 26, 1982
WELLS PET FOOD CORP. <i>the non-survivor(s), into</i>	ILLINOIS	NOT ADMITTED

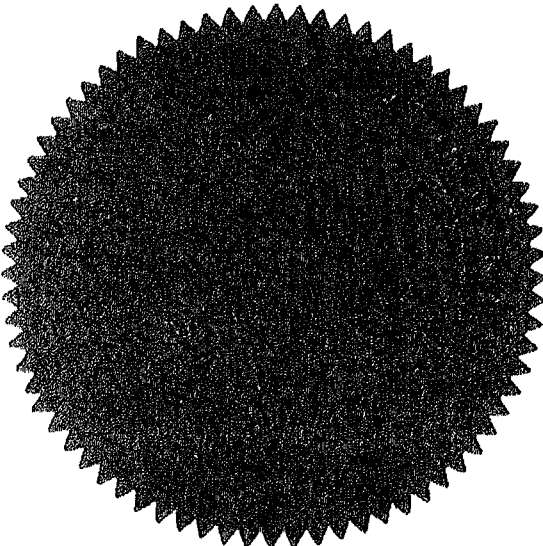
MIDWESTERN PET FOODS, INC.

an Indiana Corporation, the survivor, which corporation shall hereinafter be designated as

MIDWESTERN PET FOODS, INC.

NOW, THEREFORE, I, ~~EDWIN J. SIMCOX~~ <sup>EVAN BAYH</sup> Secretary of State of Indiana, do hereby certify that I have this day endorsed my approval upon the duplicate copies of the Articles of Merger so presented, and having received the fees required by law, have filed one copy in this office and returned the other to the corporation.

The effective date of the merger is DECEMBER 30, 1986



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this . . . . 19th . . . . day of

December . . . . ., 19 86 . . . .  
*EVAN BAYH*  
~~EDWIN J. SIMCOX~~ Secretary of State,  
EVAN BAYH  
By *Louis J. Davis* Deputy

TRADE-MARK

REEL 0590 FRAME 897

*Handwritten initials*

2669A

AGREEMENT OF MERGER  
 OF  
 STOCKYARD FEED & SUPPLY CO., INC.  
 BLUE BARN DOG FOOD CO., INC.; AND  
 WELLS PET FOOD CORP.  
 INTO  
 MIDWESTERN PET FOODS, INC.

THIS AGREEMENT OF MERGER (the "Agreement") is made and entered into this 18<sup>th</sup> day of December, 1986, in order to effect the merger of Stockyard Feed & Supply Co., Inc. ("STOCKYARD CORPORATION"), Blue Barn Dog Food Co., Inc. ("BLUE BARN CORPORATION") and Wells Pet Food Corp. ("WELLS CORPORATION") into Midwestern Pet Foods, Inc. ("MIDWESTERN CORPORATION").

ARTICLE I

Recitals

SECTION 1. STOCKYARD CORPORATION. STOCKYARD CORPORATION is a corporation organized under the laws of the state of Indiana on August 26, 1982. The total number of shares which STOCKYARD CORPORATION is authorized to issue is one thousand (1,000) shares of a single class of no par value common stock, all of which are issued, outstanding and owned by MIDWESTERN CORPORATION.

SECTION 2. BLUE BARN CORPORATION. BLUE BARN CORPORATION is a corporation organized under the laws of the state of Indiana on August 26, 1982. The total number of shares which BLUE BARN CORPORATION is authorized to issue is one thousand (1,000) shares of a single class of no par value common stock, all of which are issued, outstanding and owned by MIDWESTERN CORPORATION.

SECTION 3. WELLS CORPORATION. WELLS CORPORATION is a corporation organized under the laws of the state of Illinois on June 27, 1985, under the name "Wells Pet Food of Illinois, Inc." On September 27, 1985, its name was changed to WELLS PET FOOD CORP. The total number of shares which WELLS CORPORATION is authorized to issue is one hundred thousand (100,000) shares of a single class of

87345043

8 7 3 4 5 0 4 3

no par value common stock, of which ten thousand (10,000) shares are issued, outstanding and owned by MIDWESTERN CORPORATION.

SECTION 4. MIDWESTERN CORPORATION. MIDWESTERN CORPORATION is a corporation organized under the laws of the state of Indiana on February 21, 1961, under the name "Stockyard Feed & Supply Co., Inc." On August 26, 1982, its name was changed to MIDWESTERN PET FOODS, INC. The total number of shares which MIDWESTERN CORPORATION is authorized to issue is one thousand (1,000) shares of a single class of no par value common stock, of which one hundred forty (140) shares are issued and outstanding. MIDWESTERN CORPORATION is the owner of all issued and outstanding shares of STOCKYARD CORPORATION, BLUE BARN CORPORATION and WELLS CORPORATION.

## ARTICLE II

### General

SECTION 1. Merger. As of the close of business on December 30, 1986 ("Effective Date of Merger") STOCKYARD CORPORATION, BLUE BARN CORPORATION and WELLS CORPORATION shall be merged with and into MIDWESTERN CORPORATION (hereinafter referred to as the "Surviving Corporation" whenever in this Agreement reference is made to MIDWESTERN CORPORATION as of or after the Effective Date of Merger.) The corporate existence of STOCKYARD CORPORATION, BLUE BARN CORPORATION and WELLS CORPORATION shall be continued in the Surviving Corporation, and the Surviving Corporation shall be deemed to be the same corporation as MIDWESTERN CORPORATION, and shall transact any and all lawful business for which corporations may be incorporated under the Indiana Corporation Act (the "Act"). The merger effected hereby shall be pursuant to the provisions of and with the effect provided for in the Act and in the applicable laws of the state of Indiana.

SECTION 2. Name of Surviving Corporation. The name of the Surviving Corporation shall be MIDWESTERN PET FOODS, INC.

SECTION 3. Articles of Incorporation and Code of By-Laws of the Surviving Corporation. On the Effective Date of Merger, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of MIDWESTERN CORPORATION then in effect. The code of By-Laws of MIDWESTERN CORPORATION in effect immediately prior to the Effective Date of Merger shall become the code of By-Laws of the Surviving Corporation.

SECTION 4. Board of Directors. The names and addresses of the persons who shall constitute the Board of Directors of the Surviving Corporation at the Effective Date of Merger and who shall hold office until the next annual meeting of the shareholders of the Surviving Corporation following the Effective Date of Merger are as follows:

87345043

0 7 3 4 5 0 4 3

<u>Name</u>	<u>Address</u>
Robert J. Nunn	4315 Stringtown Road Evansville, IN 47710
Alan H. Nunn	8820 Whetstone Road Evansville, IN 47711

SECTION 5. Officers of Surviving Corporation. The names and addresses of the persons who shall serve the Surviving Corporation as officers, and who shall hold office until the first annual meeting of the directors of the Surviving Corporation following the Effective Date of Merger, are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Alan H. Nunn	President	8820 Whetstone Road Evansville, IN 47711
Robert J. Nunn	Secretary	4315 Stringtown Road Evansville, IN 47710

ARTICLE III

Effect of the Merger  
Upon Property Rights and Liabilities

SECTION 1. Transfer of Rights and Property. On the Effective Date of Merger, all of the rights and interests of STOCKYARD CORPORATION, BLUE BARN CORPORATION, WELLS CORPORATION and MIDWESTERN CORPORATION, including all privileges, franchises, trademarks, trade names, business names, licenses, permits, registrations, leases, contracts, agreements and other assets of every kind and description, whether real, personal or mixed, and all choses in action, shall be transferred to and shall be vested in and devolve upon the Surviving Corporation without further act or deed, and all such rights and interests of STOCKYARD CORPORATION, BLUE BARN CORPORATION, WELLS CORPORATION and MIDWESTERN CORPORATION shall be as effectively the property of the Surviving Corporation as they were of STOCKYARD CORPORATION, BLUE BARN CORPORATION, WELLS CORPORATION and MIDWESTERN CORPORATION, respectively, immediately prior to the Effective Date of Merger.

SECTION 2. Transfer of Liabilities. On the Effective Date of Merger, the Surviving Corporation shall be responsible for all liabilities of STOCKYARD CORPORATION, BLUE BARN CORPORATION, WELLS CORPORATION and MIDWESTERN CORPORATION existing immediately prior to the Effective Date of Merger, including all deposits, debts, liabilities, obligations and contracts of STOCKYARD CORPORATION, BLUE BARN CORPORATION, WELLS CORPORATION and MIDWESTERN CORPORATION, respectively, matured or unmatured, whether accrued, absolute, contingent or otherwise and whether or not reflected or reserved against on balance sheets, books of account or other records of

87345043

STOCKYARD CORPORATION, BLUE BARN CORPORATION, WELLS CORPORATION or MIDWESTERN CORPORATION, as the case may be, including all of their liabilities for taxes, whether existing immediately prior to the Effective Date of Merger or arising as a result of or pursuant to the merger effected hereby. The liabilities shall not be released or impaired by this merger, and all rights of creditors and other obligees and all liens on the property of STOCKYARD CORPORATION, BLUE BARN CORPORATION, WELLS CORPORATION and MIDWESTERN CORPORATION shall be preserved unimpaired.

ARTICLE IV

Effect of the Merger on Shares of  
STOCKYARD CORPORATION, BLUE BARN CORPORATION,  
WELLS CORPORATION and MIDWESTERN CORPORATION

SECTION 1. Effect on STOCKYARD CORPORATION Shares.

- (a) Each common share of STOCKYARD CORPORATION which is outstanding at the Effective Date of Merger shall be surrendered and cancelled.
- (b) At the close of business on the day immediately preceding the Effective Date of Merger, the stock transfer books of STOCKYARD CORPORATION shall be closed.

SECTION 2. Effect on BLUE BARN CORPORATION Shares.

- (a) Each common share of BLUE BARN CORPORATION which is outstanding at the Effective Date of Merger shall be surrendered and cancelled.
- (b) At the close of business on the day immediately preceding the Effective Date of Merger, the stock transfer books of BLUE BARN CORPORATION shall be closed.

SECTION 3. Effect on WELLS CORPORATION Shares.

- (a) Each common share of WELLS CORPORATION which is outstanding at the Effective Date of Merger shall be surrendered and cancelled.
- (b) At the close of business on the day immediately preceding the Effective Date of Merger, the stock transfer books of WELLS CORPORATION shall be closed.

SECTION 4. Effect on MIDWESTERN CORPORATION Shares.

- (a) Each issued and outstanding share of MIDWESTERN CORPORATION shall, at the Effective Date of Merger, without further action, become an issued and outstanding share of the Surviving Corporation.

87345043

(b) At the close of business on the day immediately preceding the Effective Date of Merger, the stock transfer books of MIDWESTERN CORPORATION shall be closed.

ARTICLE V

Statement of Post Merger Capitalization

SECTION 1. Capitalization of the Surviving Corporation. As of the Effective Date of Merger, the Surviving Corporation shall have the stated capital of MIDWESTERN CORPORATION existing immediately prior to the Effective Date of Merger.

ARTICLE VI

Resident Agent and Principal Office

SECTION 1. Resident Agent. The name and address of the resident agent of the Surviving Corporation for service of process is: Joseph H. Harrison, Fourth Floor, Permanent Savings Building, Evansville, Indiana, 47708.

SECTION 2. Principal Office. The post office address of the principal office of the Surviving Corporation is: 9634 Hedden Road, Evansville, Indiana, 47711.

ARTICLE VII

Miscellaneous

SECTION 1. Further Assurances. The directors and officers of STOCKYARD CORPORATION, BLUE BARN CORPORATION, WELLS CORPORATION and MIDWESTERN CORPORATION shall cause to be executed any such further and additional documents or instruments as may from time to time be reasonably required for the purpose of consummating or carrying out the merger as contemplated by this Agreement.

SECTION 2. Effective Date of Merger. The "Effective Date of Merger," as such phrase is used herein, shall be deemed to be the close of business on December 30, 1986, for accounting purposes only.

SECTION 3. Modification and Amendment. Any modification or amendment of this Agreement shall be in writing and shall be properly executed.

SECTION 4. Governing Law. The Agreement of Merger shall be governed by the Act and construed in accordance with the laws of the state of Indiana.

SECTION 5. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed to be an

87345043



8 7 3 4 5 0 4 3

original, but all of which together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to authority given them by their respective Board of Directors have caused this Agreement to be executed by their respective Presidents and Secretaries the day and year first above written.

"STOCKYARD CORPORATION"

STOCKYARD FEED & SUPPLY CO., INC.

ATTEST:

Robert J. Nunn  
Robert J. Nunn, Secretary

BY: Alan H. Nunn  
Alan H. Nunn, President

"BLUE BARN CORPORATION"

BLUE BARN DOG FOOD CO., INC.

ATTEST:

Robert J. Nunn  
Robert J. Nunn, Secretary

BY: Alan H. Nunn  
Alan H. Nunn, President

"WELLS CORPORATION"

WELLS PET FOOD CORP.

ATTEST:

Robert J. Nunn  
Robert J. Nunn, Secretary

BY: Alan H. Nunn  
Alan H. Nunn, President

"MIDWESTERN CORPORATION"

MIDWESTERN PET FOODS, INC.

ATTEST:

Robert J. Nunn  
Robert J. Nunn, Secretary

BY: Alan H. Nunn  
Alan H. Nunn, President

87345043