

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Blue Seal Feeds, Inc.		01/01/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Kent Nutrition Group, Inc.
Street Address:	1600 Oregon Street
Internal Address:	P.O. Box 749
City:	Muscatine
State/Country:	IOWA
Postal Code:	52761
Entity Type:	CORPORATION: IOWA

PROPERTY NUMBERS Total: 86

Property Type	Number	Word Mark
Registration Number:	2730777	BIRDER'S SECRET
Registration Number:	2506483	BLUE SEAL
Registration Number:	1997063	BLUE SEAL
Registration Number:	1997064	BLUE SEAL
Registration Number:	1998293	BLUE SEAL
Registration Number:	1998292	BLUE SEAL
Registration Number:	1038270	BLUE SEAL
Registration Number:	2944224	BLUE SEAL PET FOODS & ANIMAL FEEDS SINCE 1868
Registration Number:	1678134	BLUE SEAL DEMAND
Registration Number:	2709426	BLUE SEAL GRAZING ACRES MIX
Registration Number:	1536624	BLUE SEAL RIDER
Registration Number:	1154124	BLUE SEAL STRIDER

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**TRADEMARK
 REEL: 004133 FRAME: 0652**

Registration Number:	2890297	BRIGHTLIFE
Registration Number:	3319316	BY NATURE
Registration Number:	2693716	BY NATURE
Registration Number:	2926514	BY NATURE
Registration Number:	2836331	BY NATURE
Registration Number:	3344927	BY NATURE
Registration Number:	2632170	CALF D.C. FLAKES
Registration Number:	3413024	CANINE WHITES
Registration Number:	3350304	CARB-GUARD
Registration Number:	0994797	CHARGER
Registration Number:	3419308	CLAWDIA'S SECRET
Registration Number:	2926948	COLORS 'N CHORUS
Registration Number:	1712037	CONCERTO
Registration Number:	1180418	CONTENDER
Registration Number:	2009843	DAIRY MAID
Registration Number:	3518074	
Registration Number:	3239424	
Registration Number:	3239489	
Registration Number:	3353057	
Registration Number:	1172500	ENERGIZER 20
Registration Number:	2232931	EQUI-GRAZE
Registration Number:	2844015	E-Z HOOF
Registration Number:	3248139	EZ-AIDE
Registration Number:	3269752	FIBERGEST
Registration Number:	1677802	FLEXI-MIX
Registration Number:	3124326	FORFLEX
Registration Number:	2981268	FORMULATED FOR A LIFETIME OF HEALTH
Registration Number:	3039932	FURRY FRIENDS
Registration Number:	2025307	KAT KRUNCHIES
Registration Number:	2025306	KRUNCHIES
Registration Number:	3286961	LOBSTER BISQUE-IT
Registration Number:	3709829	MANE MENU
Registration Number:	1984296	MILKY WAY
Registration Number:	2633141	NATION'S PRIDE
Registration Number:	3323619	NEAT FEAST

Registration Number:	1160216	NIP 'N TUCK
Registration Number:	2813484	NUTRABEAMS
Registration Number:	3584561	ORGANICLIFE
Registration Number:	2109972	PRACTICAL PET
Registration Number:	2511092	ROUNDERS
Registration Number:	2636698	ROUNDERS E-Z GO
Registration Number:	3091201	ROUNDERS EZ-GEST
Registration Number:	2166282	SAFE 'N SIMPLE
Registration Number:	2810781	SAFE 'N SIMPLE
Registration Number:	2730778	SHOW HUTCH DELUXE
Registration Number:	1499848	SING ALONG
Registration Number:	1502398	SONG MAKER
Registration Number:	1718530	SONG MAKER SUPREME
Registration Number:	2885129	SPORT FORMULA
Registration Number:	3249251	TOTAL DAIRY SYSTEM
Registration Number:	2952918	TRIPLE ENERGY RELEASE SYSTEM
Registration Number:	0927835	TROTTER
Registration Number:	2645953	VINTAGE
Registration Number:	1987836	VINTAGE GOLD
Registration Number:	3607045	VINTAGE PERFORMANCE LS
Registration Number:	2048872	VINTAGE RACER
Registration Number:	1858777	VINTAGE SENIOR
Registration Number:	3321168	VINTAGE VERSATILITY
Registration Number:	2670184	VINTAGE VICTORY
Registration Number:	2846686	WINNING TOUCH
Serial Number:	77507479	1-TON COW
Serial Number:	77571288	BLUE SEAL RICHER DAIRY NUTRITION
Serial Number:	77038688	BRANDON FARMS
Serial Number:	77165084	BY NATURE
Serial Number:	78792444	BY NATURE
Serial Number:	78919298	
Serial Number:	77517096	EQUI-PEUTICS
Serial Number:	77708580	FLIP 'UMS
Serial Number:	77856177	GUARDIAN OF EQUINE HEALTH
Serial Number:	77110541	HEARTSHAPE

TRADEMARK

REEL: 004133 FRAME: 0654

Serial Number:	77760546	SENTINEL
Serial Number:	77729612	SOFT HEARTS
Serial Number:	77596304	SOLIDS SOLUTIONS
Serial Number:	77755595	WELLGUARD

CORRESPONDENCE DATA

Fax Number: (312)578-6666
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-715-5713
Email: thomas.arden@hklaw.com
Correspondent Name: Thomas P. Arden
Address Line 1: 131 South Dearborn Street
Address Line 2: 30th Floor
Address Line 4: Chicago, ILLINOIS 60603

NAME OF SUBMITTER:	Thomas P. Arden
Signature:	/Thomas P. Arden/
Date:	01/19/2010

Total Attachments: 9
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SECRETARY OF STATE
IOWA

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**ARTICLES OF MERGER
OF
BLUE SEAL FEEDS, INC. (DELAWARE)
WITH AND INTO
KENT FEEDS, INC. (IOWA)**

516318 MERG \$50.00 DJC 2/23/09

The undersigned, Kent Feeds, Inc., an Iowa corporation (the "Surviving Company"), in compliance with the requirements of the Iowa Business Corporation Act, as amended (the "Iowa Act") and the Delaware General Corporation Law, as amended (the "Delaware Act") and desiring to effect a merger (the "Merger") of Blue Seal Feeds, Inc., a Delaware corporation (the "Merging Corporation"), into the Surviving Company, and acting by its duly authorized officer, hereby sets forth the following facts:

ARTICLE I
Surviving Corporation

The name of the corporation surviving the Merger (the "Surviving Corporation") is Kent Feeds, Inc., and such name has been changed as a result of the Merger to Kent Nutrition Group, Inc. The Surviving Corporation is an Iowa domestic corporation incorporated on September 30, 1946 and existing pursuant to the provisions of the Iowa Act.

ARTICLE II
Merging Corporation

The name of the corporation merging into the Surviving Corporation (the "Merging Corporation") is Blue Seal Feeds, Inc. The Merging Corporation is a Delaware domestic corporation incorporated on November 1, 1988.

ARTICLE III
Plan of Merger

Section 1. Plan of Merger. The Agreement and Plan of Merger, containing such information as required by the Iowa Act and the Delaware Act, is set forth in "Exhibit A", attached hereto and made a part hereof.

Section 2. Effective Time. The effective date and time of the merger shall be the date and time shall be 12:00 a.m. Central Standard Time on January 1, 2010.

ARTICLE IV
Manner of Adoption and Vote

The manner of adoption and vote by which the Plan of Merger was adopted and approved by each corporation party to the merger is as follows:

Section 1. Action by the Surviving Corporation. By unanimous written consent dated December 22, 2009, the Board of Directors of the Surviving Corporation adopted the Agreement

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and Plan of Merger and recommended it to the sole shareholder of the Surviving Corporation, and the sole shareholder, by unanimous written consent dated as of the same date, approved it.


Section 2. Action by the Merging Corporation. By unanimous written consent dated December 22, 2009, the Board of Directors of the Merging Corporation adopted the Agreement and Plan of Merger and recommended it to the sole shareholder of the Merging Corporation, and the sole shareholder, by unanimous written consent dated as of the same date, approved it.

Section 3. Compliance with Legal Requirements. The manner of adoption of the Plan of Merger, and the votes by which it was adopted and approved, constitute full legal compliance with the provisions of the Iowa Act and the Delaware Act and the Articles of Incorporation and Code of Bylaws of the Surviving Corporation and the Merging Corporation.

[Signature page to immediately follow]

IN WITNESS WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed and executed by a duly authorized officer who verifies, subject to penalties of perjury, that the statements contained herein are true, this 22nd day of December, 2009.

KENT FEEDS, INC.

By: 
R.M. Dwyer, President

BLUE SEAL FEEDS, INC.

By: _____
K.J. Fields, President

IN WITNESS WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed and executed by a duly authorized officer who verifies, subject to penalties of perjury, that the statements contained herein are true, this 22nd day of December, 2009.

KENT FEEDS, INC.

By: _____
R.M. Dwyer, President

BLUE SEAL FEEDS, INC.

By: K.J. Fields
K.J. Fields, President

SECRETARY OF STATE
IOWA

Exhibit A

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EXECUTION COPY

**AGREEMENT AND PLAN OF MERGER
OF
BLUE SEAL FEEDS, INC. (DELAWARE)
INTO
KENT FEEDS, INC. (IOWA)**

This Agreement and Plan of Merger (the "Plan of Merger"), dated as of December 22, 2009, is for Blue Seal Feeds, Inc., a Delaware corporation (the "Merging Corporation") to merge with and into Kent Feeds, Inc., an Iowa corporation (the "Surviving Corporation", and together with the Merging Corporation, the "Constituent Corporations") pursuant to and in accordance with the provisions of the Delaware Business Corporation Law, as amended and the Iowa Business Corporation Act, as amended (together, the "Acts").

RECITALS:

WHEREAS, Merging Corporation is a corporation duly organized and validly existing under the laws of the State of Delaware;

WHEREAS, Surviving Corporation is a corporation duly organized and validly existing under the laws of the State of Iowa;

WHEREAS, Surviving Corporation and Merging Corporation have determined that it is advisable and in the best interests of the Constituent Corporations that Merging Corporation be merged with and into Surviving Corporation (the "Merger") upon the terms and subject to the conditions set forth in this Plan of Merger and in accordance with the Acts.

NOW, THEREFORE, in consideration of the foregoing and for the purpose of setting forth the terms, conditions and method of effecting the Merger, the parties agree as follows:

ARTICLE I

Merger: Effective Time

1.1 Merger. Merging Corporation shall be merged with and into Surviving Corporation in accordance with the Acts.

1.2 Effective Time. The Effective Time of the Merger shall be 12:00 a.m. Central Standard Time on January 1, 2010 (the "Effective Time").

1.3 Survival of the Merger. On the Effective Time, the separate existence of Merging Corporation shall cease and Surviving Corporation shall survive the Merger and continue doing business as an Iowa corporation.

1.4 Name. The name of Surviving Corporation shall be Kent Feeds, Inc. and such name has been changed as a result of the Merger to Kent Nutrition Group, Inc.

ARTICLE II

Articles of Incorporation; Bylaws; Registered Agent and Office

2.1 Articles of Incorporation. On and after the Effective Time, the Articles of Incorporation of Surviving Corporation, as in effect immediately prior to the Effective Time, shall constitute the Articles of Incorporation of Surviving Corporation (the "Surviving Articles"), and, except for the change of the name of the Surviving Corporation to Kent Nutrition Group, Inc., shall not be amended in any respect by reason of this Plan of Merger, subject always to the right of Surviving Corporation to amend the Surviving Articles in accordance with the laws of the State of Iowa and the Surviving Articles.

2.2 Bylaws. On and after the Effective Time, the Bylaws of Surviving Corporation, as in effect immediately prior to the Effective Time, shall constitute the Bylaws of Surviving Corporation (the "Surviving Bylaws"), and shall not be amended in any respect by reason of this Plan of Merger, subject always to the right of Surviving Corporation to alter, amend or repeal the Surviving Bylaws in accordance with the laws of the State of Iowa, the Surviving Articles and the Surviving Bylaws.

ARTICLE III

Directors and Officers

On and after the Effective Time, the officers and directors of Surviving Corporation shall remain the same.

ARTICLE IV

Manner of Converting

4.1 Cancellation of Merging Corporation Issued Shares. At the Effective Time, by virtue of this Merger and without any action on the part of Surviving Corporation or Merging Corporation, each share of capital stock of Merging Corporation issued and outstanding immediately prior to the Effective Time shall automatically and by operation of law be canceled, and all certificates evidencing ownership of such shares shall be surrendered and canceled and thereafter shall be void and of no effect.

4.2 Existence of Surviving Corporation Issued Shares. At the Effective Time, all issued and outstanding shares of common stock of Surviving Corporation shall be and remain issued and outstanding shares of common stock of Surviving Corporation.

ARTICLE V

Transfer of Rights

From and after the Effective Time, Surviving Corporation shall, without further transfer, succeed to and thereafter possess and enjoy all of the public or private rights, privileges, immunities and franchises, and be subject to all of the public and private restrictions, liabilities

and duties, of each of the Constituent Corporations. All property (real, personal and mixed) of, all debts (on whatever account) due to, and all things in action and each and every other interest of or belonging or due to, each of the Constituent Corporations shall be taken by and deemed to be transferred to and vested in Surviving Corporation without further act, deed or other instrument; and the title to any real estate or any interest in any such real estate, vested by deed or otherwise in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger.

ARTICLE VI
Liabilities

From and after the Effective Time: (i) all rights of creditors and all liens (if any) upon the property of either of the Constituent Corporations shall be preserved unimpaired by the Merger; (ii) all debts, liabilities, obligations and duties (collectively, "Obligations") of either of the Constituent Corporations shall become the responsibility and liability of Surviving Corporation and may be enforced against it to the same extent as if such Obligations had been incurred or contracted by it; and (iii) any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place, or Surviving Corporation may be substituted in the place of Merging Corporation in such action or proceeding.

ARTICLE VII
Corporate Acts

From and after the Effective Time, all corporate acts, plans, policies, arrangements, approvals and authorizations (collectively "Corporate Acts") of Merging Corporation, its directors, employees and agents that were valid and effective immediately prior to the Effective Time shall be taken for all purposes as the Corporate Acts of Surviving Corporation.


ARTICLE VIII
Further Documents

The Board of Directors and the proper officers of each of the Constituent Corporations are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

[Signatures page to immediately follow]

IN WITNESS WHEREOF, each of the Constituent Corporations executes this Agreement and Plan of Merger on the date and year first above written.

KENT FEEDS, INC.

By: 
R.M. Dwyer, President

BLUE SEAL FEEDS, INC.

By: _____
K.J. Fields, President

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IN WITNESS WHEREOF, each of the Constituent Corporations executes this Agreement and Plan of Merger on the date and year first above written.

KENT FEEDS, INC.

By: _____
R.M. Dwyer, President

BLUE SEAL FEEDS, INC.

By: K.J. Fields
K.J. Fields, President

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