

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM303715

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	11/13/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Westfeeds, Inc.		11/08/2013	CORPORATION: MONTANA
RECEIVING PARTY DATA			
Name:	WestFeeds Merger Sub, Inc.		
Street Address:	1209 Orange Street		
Internal Address:	c/o Corporation Trust Co., Corporation Trust Center		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1232950	WESTFEEDS	
CORRESPONDENCE DATA			
Fax Number:	3033331470		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	303-333-3010		
Email:	tombirney@patnet.com		
Correspondent Name:	Thomas S. Birney		
Address Line 1:	5299 DTC Blvd., Suite 340		
Address Line 4:	Greenwood Village, COLORADO 80111		
ATTORNEY DOCKET NUMBER:	8817/1		
NAME OF SUBMITTER:	Thomas S. Birney		
SIGNATURE:	/Thomas S. Birney/		
DATE SIGNED:	05/06/2014		
Total Attachments: 6			
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SECRETARY OF STATE

STATE OF MONTANA

LINDA McCULLOCH



Montana State Capitol
PO Box 202801
Helena, MT 59620-2801
(406)444-3665
<http://www.sos.mt.gov>

MT CORPORATE SERVICES LLC
PO BOX 1165
EAST HELENA MT 59635

PRIORITY

RE: A MT DOMESTIC WESTFEEDS, INC.
MERGED INTO SURVIVING WESTFEEDS
MERCER SUB, INC. A DELAWARE
DOMESTIC
ARTICLES OF MERGER
Filing Date: November 12, 2013
Filing Number: D125004 - 1445668

November 13, 2013

Dear Ms. Fandrich:

I've approved the filing of the documents for the above named entity. The document number and filing date have been recorded on the original document. This letter serves as your certificate of filing and should be maintained in your files for future reference.

Thank you for giving this office the opportunity to serve you. For future inquiries or assistance regarding business entity registrations, you can log on to sos.mt.gov or contact the Business Services Division's professionals at (406) 444-3665.

Sincerely,

A handwritten signature in cursive script that reads "Linda McCulloch".

Linda McCulloch
Secretary of State

Sign up for our newsletter to receive updates about the office! Visit us online at sos.mt.gov/Subscribe.
Disclaimer: The Secretary of State is required to return mail to the entity that submitted the paperwork to our office unless otherwise directed by the customer. Therefore, the entity name and mailing address appearing in this letter may not be affiliated as an owner/principal for the business name appearing in the box. **TRADEMARK**

REEL: 005274 FRAME: 0914

COPY

1445 668
STATE OF MONTANA

FILED

NOV 13 2013

SECRETARY OF STATE

ARTICLES OF MERGER
OF
WESTFEEDS, INC.
INTO
WESTFEEDS MERGER SUB, INC.

Pursuant to the provisions of Section 35-1-816 of the Montana Business Corporation Act, the undersigned corporations adopt the following articles of merger:

1. The Agreement and Plan of Merger (the "Plan") is attached hereto as Exhibit A.

2. The Plan was approved by the shareholders of Westfeeds, Inc., a Montana corporation (the "Non-Surviving Corporation"), as follows:

Total Number of Votes Cast for the Plan: 10,489.
Total Number of Votes Cast Against the Plan: 0.

The total number of votes cast for the Plan was sufficient for approval by the shareholders of the Non-Surviving Corporation.

3. The Plan was approved by the shareholders of WestFeeds Merger Sub, Inc., a Delaware corporation (the "Surviving Corporation"), as follows:

Total Number of Votes Cast for the Plan: 13,906.
Total Number of Votes Cast Against the Plan: 0.

The total number of votes cast for the Plan was sufficient for approval by the shareholders of the Surviving Corporation.

4. The merger is to be effective on November 8, 2013.

NON-SURVIVING CORPORATION:

WESTFEEDS, INC.

By: 

Name: Ronald Ueland

Title: Vice President

Date: November 8, 2013

SURVIVING CORPORATION:

WESTFEEDS MERGER SUB, INC.

By: 

Name: Matthew J. Aghann

Title: Vice President

Date: November 8, 2013

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

See attached.

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, dated November 8, 2013, is made and entered into by and between WestFeeds Merger Sub, Inc., a Delaware corporation (the "Surviving Corporation"), and Westfeeds, Inc., a Montana corporation (the "Non-Surviving Corporation").

RECITAL

WHEREAS, the board of directors of each of the Surviving Corporation and Non-Surviving Corporation deems it advisable and in the best interests of, respectively, the stockholders of the Surviving Corporation and the shareholders of the Non-Surviving Corporation that the Non-Surviving Corporation be merged with and into the Surviving Corporation on the terms and conditions set forth herein.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions hereinafter contained, the parties hereto agree as follows:

1. Merger. The Non-Surviving Corporation hereby agrees to merge itself with and into the Surviving Corporation, which shall be the sole surviving entity.
2. Certificate of Incorporation. The Surviving Corporation's Certificate of Incorporation as in effect as of the date hereof shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.
3. Surviving Corporation Stock. Each share of the common stock, \$0.001 par value per share, of the Surviving Corporation (a "Surviving Corporation Share") that is issued and outstanding as of the date hereof shall remain issued and outstanding.
4. Non-Surviving Corporation's Stock. As set forth on Schedule I attached hereto, each share of the common stock, no par value per share, of the Non-Surviving Corporation ("Non-Surviving Corporation Share") that is issued and outstanding as of the date hereof (other than the Non-Surviving Corporation Shares issued and outstanding and held as of the date hereof by Ronald Ueland ("Ueland Shares")) shall be converted into and become one validly issued, fully paid, and non-assessable Surviving Corporation Share. As set forth on Schedule I attached hereto, each Ueland Share shall be converted into the right to receive payment in cash from the Surviving Corporation of an amount equal to approximately \$109.47131 per Ueland Share.
5. Bylaws. The Bylaws of the Surviving Corporation in effect as of the date hereof shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed, as provided therein.
6. Directors and Officers. The directors and officers of the Surviving Corporation shall continue in such capacity until their successors are duly elected and qualified or until their earlier death, resignation or removal.

7. Effective Date. The merger shall become effective upon filing with the Secretary of State of the State of Delaware.

8. Transfer of Property. Upon the effective date of the merger, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description, of the Non-Surviving Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights and every other interest of the Non-Surviving Corporation shall be as effectively the property of the Surviving Corporation. The Non-Surviving Corporation hereby agrees that, from time to time, as and when requested by the Surviving Corporation, or its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem to be necessary or desirable in order to vest in and confirm to the Surviving Corporation, title to and possession of any property of the Non-Surviving Corporation acquired, or to be acquired, by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the officers and directors of the Non-Surviving Corporation and the officers and directors of the Surviving Corporation are fully authorized to take any and all such action.

9. Tax Matters. The parties intend that the merger contemplated by this Agreement and Plan of Merger will be treated as a taxable sale of the assets, and assumption of the liabilities, of the Non-Surviving Corporation by the Surviving Corporation for federal and applicable state and local tax purposes. The fair market value of the consideration paid pursuant to Section 4 of this Agreement and Plan of Merger, plus the amount of any liabilities of the Non-Surviving Corporation as of the effective date of this Agreement and Plan of Merger, shall be allocated among the assets of the Non-Surviving Corporation in accordance with Section 1060 of the Internal Revenue Code of 1986, as amended, in a manner determined by the Surviving Corporation. Neither the Surviving Corporation nor the Non-Surviving Corporation shall take any position or file any tax return inconsistent with such treatment or such allocation.

10. Assumption of Obligations. Upon the effective date of the merger, all obligations, financial or otherwise, belonging or due to the Non-Surviving Corporation shall be vested in and become the obligations of the Surviving Corporation without further act or deed.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the date set forth above.

SURVIVING CORPORATION:

WESTFEEDS MERGER SUB. INC.

By: 

Name: Matthew J. Amara

Title: Vice President

NON-SURVIVING CORPORATION:

WESTFEEDS, INC.

By: 

Name: Ronald Ueland

Title: Vice President

SIGNATURE PAGE TO AGREEMENT AND PLAN OF MERGER
WESTFEEDS MERGER SUB. INC. AND WESTFEEDS, INC.