

TRADEMARK ASSIGNMENT COVER SHEET

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Stylesheet Version v1.2

ETAS ID: TM462520

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/28/2017
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hi-Pro Holdings Inc.		06/28/2017	Corporation: CANADA

RECEIVING PARTY DATA

Name:	Nutreco Canada Inc.
Street Address:	150 Research Lane, Suite 200
City:	Guelph, Ontario
State/Country:	CANADA
Postal Code:	N1G 4T2
Entity Type:	Corporation: CANADA

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Serial Number:	87149486	NORTHERN ELITE
Serial Number:	87318035	HI-ROLLER
Registration Number:	5098193	ALFA-PRO
Registration Number:	4949273	HI-PRO GLO
Registration Number:	4867533	HI-PRO
Registration Number:	4867532	HI-PRO FEEDS
Registration Number:	4690531	HI-PRO FEEDS
Registration Number:	4586693	A TRADITION OF VALUE AND INTEGRITY
Registration Number:	2273822	P
Registration Number:	3075074	UNIPORK
Registration Number:	2667622	AQUABALANCE
Registration Number:	2608512	UNIFEED

CORRESPONDENCE DATA

Fax Number: 2077911350

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 207-791-1100

CH \$315.00 87149486

Email: trademark@pierceatwood.com
Correspondent Name: Pierce Atwood LLP
Address Line 1: 254 Commercial Street
Address Line 4: Portland, MAINE 04101

ATTORNEY DOCKET NUMBER: 32110/2647

NAME OF SUBMITTER: Jonathan M. Gelchinsky

SIGNATURE: /Jonathan M. Gelchinsky/

DATE SIGNED: 02/16/2018

Total Attachments: 8

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Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

Nutreco Canada Inc.

Corporate name / Dénomination sociale

1018284-2

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Virginie Ethier

Director / Directeur

2017-06-28

Date of Amalgamation (YYYY-MM-DD)
Date de fusion (AAAA-MM-JJ)



**Canada Business Corporations Act (CBCA)
FORM 9
ARTICLES OF AMALGAMATION
(Section 185)**

1 - Corporate name of the amalgamated corporation

Nutreco Canada Inc.

2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)

Ontario

3 - The classes and any maximum number of shares that the corporation is authorized to issue

See the attached Schedule A.

4 - Restrictions, if any, on share transfers

The shares of the Corporation shall be subject to the restriction on the transfer of securities set out under Other provisions.

5 - Minimum and maximum number of directors (for a fixed number of directors, indicate the same number in both boxes)

Minimum number Maximum number

6 - Restrictions, if any, on the business the corporation may carry on

None.

7 - Other provisions, if any

See the attached Schedule D.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

<input type="radio"/> 183 - Long form: approved by special resolution of shareholders	<input checked="" type="radio"/> 184(1) - Vertical short-form: approved by resolution of directors	<input type="radio"/> 184(2) - Horizontal short-form: approved by resolution of directors
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9 - Declaration

I hereby certify that I am a director or an authorized officer of the following corporation:

Name of the amalgamating corporations	Corporation number	Signature
Hi-Pro Holdings Inc.	1018283-4	
Nutreco Canada Inc.	0443682-2	

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).

10182842



SCHEDULE A TO
ARTICLES OF AMALGAMATION
NUTRECO CANADA INC.

3. The classes and any maximum number of shares that the Corporation is authorized to issue:
- An unlimited number of common shares.
 - An unlimited number of Preferred Shares.

The common shares and the Preferred Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

COMMON SHARES

1. Voting Rights

Each holder of common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation and to vote thereat, except meetings at which only holders of a specified class of shares (other than common shares) or specified series of shares are entitled to vote. At all meetings of which notice must be given to the holders of the common shares, each holder of common shares shall be entitled to one vote in respect of each common share held by such holder.

2. Dividends

The holders of the common shares shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive any dividend declared by the Corporation.

3. Liquidation, Dissolution or Winding-up

The holders of the common shares shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation on a liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or on any other return of capital or distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.

PREFERRED SHARES

1. Definitions

With respect to the Preferred Shares, the following terms shall have the meanings ascribed to them below:

- (a) "Act" means the *Canada Business Corporations Act*.
- (b) "Redemption Amount" in respect of each Preferred Share means \$100.

- (c) **“Redemption Price”** in respect of each Preferred Share means the Redemption Amount together with all unpaid dividends, whether or not declared, which shall have accrued thereon and which, for such purpose, shall be treated as accruing up to the date of liquidation, dissolution or winding up or the date of redemption, as the case may be.

2. Dividends

The holders of the Preferred Shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors out of the moneys of the Corporation properly applicable to the payment of dividends, cumulative preferential dividends at a rate equal to 8% of the Redemption Amount per annum. Such dividends shall accrue and be cumulative from the respective dates of issue of the Preferred Shares or from such other date not later than six months after the respective dates of issue of the Preferred Shares as may be fixed by the board of directors. Such dividends shall be payable in equal quarterly instalments on the first days of January, April, July and October in each year at par at any branch in Canada of the Corporation's bankers. Accrued dividends shall be calculated on the basis of a 365 or 366 day year, as the case may be, for the actual number of days elapsed.

Payment of dividends (less any tax required to be withheld by the Corporation) shall, subject as hereinafter provided, be made by cheque of the Corporation payable at par at any branch in Canada of the Corporation's bankers or in such other manner as the payee may approve. Dividends which are represented by a cheque which has not been presented to the Corporation's bankers for payment or that otherwise remain unclaimed for a period of six years from the date on which they were declared to be payable shall be forfeited to the Corporation.

If on any dividend payment date, the dividend payable on such date is not paid in full on all Preferred Shares then issued and outstanding, such dividend, or the unpaid part thereof, shall be paid on a subsequent date or dates determined by the board of directors.

Except with the consent in writing of the holders of all the Preferred Shares outstanding, no dividends shall at any time be declared and paid, or declared and set aside for payment, on the common shares or any other shares of the Corporation ranking junior to the Preferred Shares, unless all accrued dividends on the Preferred Shares then issued and outstanding shall have been declared and paid, or provided for, at the date of such declaration and payment or setting aside of dividends on the common shares or other shares of the Corporation ranking junior to the Preferred Shares.

The holders of the Preferred Shares shall not be entitled to any dividends other than the cash dividends hereinbefore provided for.

3. No Voting Rights

Except as otherwise provided in the Act, the holders of the Preferred Shares shall not be entitled to receive notice of, or to attend or to vote at, any meeting of the shareholders of the Corporation.

4. Liquidation, Dissolution or Winding-up

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Preferred Shares shall be entitled to receive in respect of each such share, before any distribution of any part of the assets of the Corporation among the holders of the common shares and any other shares of the Corporation ranking junior to the Preferred Shares, an amount equal to the Redemption Price. After payment to the holders of the Preferred Shares of the amount so payable to such holders as herein provided, the holders of the Preferred Shares shall not be entitled to share in any further distribution of the property or assets of the Corporation.

5. Redemption at the Option of the Corporation

Subject to the Act, the Corporation shall, at its option, be entitled to redeem at any time or times all or any part of the Preferred Shares registered in the name of any holder of any such Preferred Shares on the books of the Corporation with or without the consent of such holder by giving notice in writing to such holder, (unless such notice is waived by the holder) specifying:

- (a) that the Corporation desires to redeem all or any part of the Preferred Shares registered in the name of such holder;
- (b) if part only of the Preferred Shares registered in the name of such holder is to be redeemed, the number thereof to be so redeemed;
- (c) the Redemption Price;
- (d) the business day (in this paragraph referred to as the "Redemption Date") on which the Corporation desires to redeem such Preferred Shares. The Redemption Date shall be the date that is 10 days after the date on which the notice is given by the Corporation or such other date as the Corporation and such holder may agree; and
- (e) the place of redemption.

The Corporation shall, on the Redemption Date, subject to paragraph 7 below, redeem such Preferred Shares by paying to such holder an amount equal to the aggregate Redemption Price (less any tax required to be withheld by the Corporation) on presentation and surrender of the certificate(s) for the Preferred Shares so called for redemption at such place as may be specified in such notice. The certificate(s) for such Preferred Shares shall thereupon be cancelled and the Preferred Shares represented thereby shall thereupon be redeemed. Payment of the aggregate Redemption Price for the Preferred Shares to be redeemed shall be made, at the option of the Corporation, (i) by delivery to such holder of a cheque of the Corporation payable at par at any branch in Canada of the Corporation's bankers; (ii) by wire transfer by the Corporation to the holder of the Preferred Shares; or (iii) by a demand note with a principal amount equal to the aggregate Redemption Price for the Preferred Shares to be redeemed. From and after the Redemption Date, such Preferred Shares shall cease to be entitled to dividends and the holder thereof shall not be entitled to exercise any of the rights of holders of Preferred Shares in respect thereof unless payment of the Redemption Price is not made on the Redemption Date, or on

presentation and surrender of the certificate(s) for the Preferred Shares so called for redemption, whichever is later, in which case the rights of the holder of the Preferred Shares shall remain unaffected until payment in full of the Redemption Price.

Where at any time, some, but not all, of such Preferred Shares are to be redeemed, the Preferred Shares to be redeemed shall be selected by lot in such manner as the board of directors determines, or as nearly as may be in proportion to the number of Preferred Shares registered in the name of each holder, or in such other manner as the board of directors determines.

6. Redemption at the Option of the Holder

Subject to the Act, a holder of any Preferred Shares shall be entitled to require the Corporation to redeem at any time or times any Preferred Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its registered office a share certificate representing the Preferred Shares which the holder desires to have the Corporation redeem together with a request in writing (in this paragraph referred to as a "Redemption Demand"), unless such request is waived by the Corporation, specifying:

- (a) that the holder desires to have the Preferred Share represented by such certificate redeemed by the Corporation;
- (b) if part only of the Preferred Shares registered in the name of such holder is to be redeemed, the number thereof to be so redeemed; and
- (c) the business day (in this paragraph referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such Preferred Shares. The Redemption Date shall be the date that is one business day after the date on which the Redemption Demand is tendered to the Corporation or such other date as the holder and the Corporation may agree.

The Corporation shall, on such Redemption Date, subject to paragraph 7 below, redeem all Preferred Shares required to be redeemed by paying to such holder an amount equal to the aggregate Redemption Price (less any tax required to be withheld by the Corporation) on presentation and surrender of the certificate(s) for the Preferred Shares to be so redeemed at the registered office of the Corporation. The certificate(s) for such Preferred Shares shall thereupon be cancelled and the Preferred Shares represented thereby shall thereupon be redeemed. Payment of the aggregate Redemption Price for the Preferred Shares to be redeemed shall be made, at the option of the Corporation, (i) by delivery to such holder of a cheque of the Corporation payable at par at any branch in Canada of the Corporation's bankers; (ii) by wire transfer by the Corporation to the holder of the Preferred Shares; or (iii) by a demand note with a principal amount equal to the aggregate Redemption Price for the Preferred Shares to be redeemed. From and after the Redemption Date, such Preferred Shares shall cease to be entitled to dividends and the holder thereof shall not be entitled to exercise any of the rights of holders of Preferred Shares in respect thereof unless payment of the said Redemption Price is not made on the Redemption Date, in which case the rights of the holder of the Preferred Shares shall remain unaffected until payment in full of the Redemption Price.

7. Partial Redemption

If less than all Preferred Shares represented by a certificate are redeemed, the holder shall be entitled to receive, at the expense of the Corporation, a new certificate representing the Preferred Shares which have not been redeemed.

8. Restriction on Dividends and Other Distributions

Except with the consent in writing of the holders of all the Preferred Shares outstanding, no dividends shall at any time be declared and paid, or declared and set aside for payment, and no other distributions shall at any time be made on or in respect of the common shares, or any other shares of the Corporation ranking junior to the Preferred Shares, if the payment or setting aside for payment of such dividend or the making of such distribution would impair the ability of the Corporation to redeem any Preferred Shares pursuant to either paragraph 5 or 6, as the case may be, on the Redemption Date established in either such paragraph.

SCHEDULE B TO
ARTICLES OF AMALGAMATION
NUTRECO CANADA INC.

7. Other provisions, if any:
- (a) The securities of the Corporation, other than non-convertible debt securities, shall not be transferred without the approval of the board of directors or of the holder or holders of more than 50% of the voting shares of the Corporation, to be evidenced in either case by a resolution of such directors or shareholders.
 - (b) The directors may appoint from time to time one or more additional directors within the limits provided in the *Canada Business Corporations Act*.
 - (c) The directors may from time to time determine the number of directors of the Corporation.

The amalgamation of Nutreco Canada Inc. and Hi-Pro Holdings Inc. is effective June 28, 2017 at 2:10 p.m. EDT/12:10 p.m. MDT.