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12-7-98

Client Code: PETCO.019T/.022T/.028T/.085T/.013T

RECORI

12-10-1998



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TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS

See attached original documents or copy thereof.

1. Name of conveying party(ies): (If multiple assignors, list numerically)

Petco Animal Supplies, Inc.

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State: California
- Other:

Additional name(s) of conveying party(ies) attached?

Yes No

2. Name and address of receiving party(ies):

Name: PASI Shell Company

Internal Address:

Street Address: 9151 Rehco Road

City: San Diego State: CA ZIP: 92121

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation - State: Delaware
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) and address(es) attached?

Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above)
April 18, 1991

4. Application number(s) or registration number(s):

a. Trademark Application No(s):

b. Trademark Registration No(s):

1,695,073; 1,884,615; 1,779,046; 1,859,326; 1,616,235

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jeffrey L. Van Hoosear
KNOBBE, MARTENS, OLSON & BEAR, LLP
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach State: CA ZIP: 92660

7. Total fee (37 CFR 3.41): \$140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved: 5

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct, and any attached copy is a true copy of the original document.

Jeffrey L. Van Hoosear
Name of Person Signing

Signature

December 2, 1998
Date

Total number of pages, including cover sheet, attachments and document: 5

12/09/1998 DNGUYEN 00000278 1695073

01 FC:481
02 FC:482

40.00 OP
100.00 OP



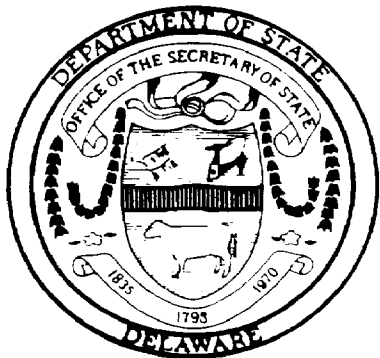
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF PETCO ANIMAL SUPPLIES, INC. FILED IN THIS OFFICE ON THE NINETEENTH DAY OF APRIL, A.D. 1991, AT 3:30 O'CLOCK P.M.

* * * * *

FILED 0865 FRAME 613

TRADEMARK



711268108

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: *3183511

DATE: 09/25/1991

Registration Nos.: 1,695,073; 1,884,615;
1,779,046; 1,859,326; 1,616,235
Our Reference: PETCO.019T/022T/028T/085T/013T
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REEL: 1824 FRAME: 0373

COPY

CERTIFICATE OF OWNERSHIP AND MERGER
OF
PETCO ANIMAL SUPPLIES, INC.
(a California corporation)
INTO
PASI SHELL COMPANY
(a Delaware corporation)

It is hereby certified that:

1. PETCO ANIMAL SUPPLIES, INC. (hereinafter referred to as the "Corporation") is a business corporation of the State of California.

2. The Corporation, as the owner of 100% of the outstanding shares of the stock of PASI SHELL COMPANY, hereby merges itself into PASI SHELL COMPANY, a corporation of the State of Delaware.

3. The following is a copy of the resolutions adopted and approved on the 27th day of March, 1991, by the Board of Directors of the Corporation to merge the Corporation into PASI SHELL COMPANY:

RESOLVED, that this Corporation be merged into PASI SHELL COMPANY pursuant to the laws of the State of Delaware as hereinafter provided, so that the separate existence of this Corporation shall cease as soon as the merger shall become effective, and thereupon this Corporation and PASI SHELL COMPANY will become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of Delaware.

RESOLVED that the terms and conditions of the proposed merger are as follows:

(a) From and after the effective time of the merger, all of the estate, property, rights, privileges, powers, and franchises of this Corporation shall become vested in and be held by PASI SHELL COMPANY as fully and entirely and without change or diminution as the same were before held and enjoyed by this Corporation, and PASI SHELL COMPANY shall assume all of the obligations of this Corporation.

(b) No pro rata issuance of the shares of stock of PASI SHELL COMPANY which are owned by this Corporation immediately prior to the effective time of the merger shall be made, and such shares shall be surrendered and extinguished.

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TRADEMARK

(c) Each share of common stock of this Corporation which shall be issued and outstanding immediately prior to the effective time of the merger shall be converted into one issued and outstanding share of common stock, \$.01 par value, of PASI SHELL COMPANY, and, from and after the effective time of the merger, the holders of all of said issued and outstanding shares of common stock of this Corporation shall automatically be and become holders of shares of PASI SHELL COMPANY upon the basis above specified, whether or not certificates representing said shares are then issued and delivered.

(d) After the effective time of the merger, each holder of record of any outstanding certificate or certificates theretofore representing common stock of this Corporation may surrender the same to PASI SHELL COMPANY at its office in San Diego, California and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing an equal number of shares of common stock of PASI SHELL COMPANY. Until so surrendered, each outstanding certificate which prior to the effective time of the merger represented one or more shares of common stock of this Corporation shall be deemed for all corporate purposes to evidence ownership of an equal number of shares of common stock of PASI SHELL COMPANY.

(e) From and after the effective time of the merger, the Certificate of Incorporation and By-Laws of PASI SHELL COMPANY shall be the Certificate of Incorporation and By-Laws of PASI SHELL COMPANY as in effect immediately prior to such effective time.

(f) The members of the Board of Directors and officers of PASI SHELL COMPANY shall be the members of the Board of Directors and the corresponding officers of PASI SHELL COMPANY immediately before the effective time of the merger.

(g) From and after the effective time of the merger, the assets and liabilities of this Corporation and of PASI SHELL COMPANY shall be entered on the books of PASI SHELL COMPANY in the amounts at which the same shall be carried at such time on the respective books of this Corporation and of PASI SHELL COMPANY, subject to such inter-corporate adjustments or eliminations, if any, as

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TRADEMARK

may be required to give effect to the merger; and, subject to such action as may be taken by the Board of Directors of PASI SHELL COMPANY, in accordance with generally accepted accounting principles, the capital and surplus of PASI SHELL COMPANY shall be equal to the capital and surplus of this Corporation and of PASI SHELL COMPANY.

RESOLVED that these resolutions to merge be submitted to the sole stockholder entitled to vote of this Corporation to act in writing without a meeting; and, in the event that the sole stockholder shall consent in writing to the merger, the proposed merger shall be deemed to be approved.

RESOLVED that, in the even that the proposed merger shall not be terminated, the proper officers of this Corporation be and they hereby are authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge itself into PASI SHELL COMPANY and the date of adoption thereof, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the States of Delaware and California and in any other appropriate jurisdiction, necessary or proper to effect this merger.

4. The proposed merger herein certified has been approved in writing by the sole stockholder of the Corporation in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and of Section 603 of the California General Corporation Law.

Signed and attested to on April 18, 1991.

PETCO ANIMAL SUPPLIES, INC.

By: Richard St. Peter
Richard St. Peter
Vice President

ATTEST:

James M. Myers
James M. Myers
Assistant Secretary

RECORDED
PATENT AND TRADEMARK
OFFICE

3 MAY -8 1992

Registration Nos.: 1,695,073; 1,884,615;
1,779,046; 1,859,326; 1,616,235
Our Reference: PETCO.019T/022T/028T/085T/0131
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RECORDED: 12/07/1998

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11-11-1991