

03-06-2001



Form PTO-1594

02-20-2001

U.S. Patent & TM Office Mail Report # 771

101626462
RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **Veterinary Management Company, Inc.**

- Individual(s)
- General Partnership
- Corporation-State of California
- Other

Additional name(s) of conveying party(ies) attached Yes No

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Execution Date: July 1, 1997

2. Name and address of receiving party(ies)

Name: National PetCare Centers, Inc.

Internal Address: N/A

Street Address: 3540 JFK Parkway

City: Fort Collins State: Colorado ZIP: 80525

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - State of 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) & address(es) attached: Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark registration No.(s)

U.S. Registration No. 1,977,442
U.S. Registration No. 2,141,210

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: SANTANGELO LAW OFFICES, P.C.

Internal Address: N/A
Street Address: 128 S. HAWES, Third Floor
City: Fort Collins State: Colorado ZIP: 80521

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 80.00
 Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

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.

Gary D. Burge, President
Name of Person Signing

Signature

1/31/01
Date

Total number of pages comprising cover sheet 1

3/02/2001 9A4KcE1 03000010 1977442
FC:48 40.00
FC:48 25.00
FC:998 15.00

TRADEMARK
REEL: 002244 FRAME: 0567

IN THE UNITED STATES PATENT AND
TRADEMARK OFFICE



02-20-2001

U.S. Patent & TMO/TM Mail Rpt Ct. 771

In Re the Trademark Registrations of: **Veterinary Management Company, Inc.,
predecessor by merger with National PetCare
Centers, Inc.**

Trademark Registration Numbers: **1,977,442 and 2,141,210**

Serial Numbers: **74/596,150 and 74/595,828**

Registered: **May 28, 1996 and March 3, 1998**

For: **Recordation of Ownership Merger for Trademarks -- NATIONAL PETCARE CENTERS
and NPC**

LETTER OF TRANSMITTAL

**Box ASSIGNMENT - FEE
Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513**

Sir:

Transmitted for filing are the following: 1) an Affidavit of Merger regarding the ownership of U.S. trademark registration no. 1,977,442; 2) a supporting copy of the Certificate of Merger and authentication thereof; 3) an Affidavit of Merger regarding the ownership of U.S. trademark registration no. 2,141,210; 4) a supporting copy of the Certificate of Merger and authentication thereof; 5) a Recordation Form Cover Sheet covering both of the above-referenced trademark registrations; 6) a check in the amount of \$80.00, made payable to the Commissioner of Patents and Trademarks, for the required recording fees (\$40.00 each); 7) a Certificate of Mailing; and 8) this Letter of Transmittal, with the United States Postal Service as first class mail, postage prepaid, in an envelope addressed to: Box ASSIGNMENT - FEE, Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA, 22202-3513. Please confirm receipt of these documents by applying your date stamp on the enclosed postcard and returning it to me.

Pursuant to 37 C.F.R. Section 2.18, please direct all correspondence in the matter to me at the following address:

**Santangelo Law Offices, P.C.
125 South Howes, Third Floor
Fort Collins, Colorado 80521**

**TRADEMARK
REEL: 002244 FRAME: 0568**

I have this 14th day of February, 2001, either myself personally or through my direction of staff at this office, deposited all of the items in the above Letter of Transmittal with the United States Postal Service as first class mail, postage prepaid, in an envelope addressed to: Box ASSIGNMENT - FEE, Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513.

Dated this 14th day of February, 2001.

Respectfully Submitted,

SANTANGELO LAW OFFICES, P.C.

By: Cheryl Anderson-Siler

Cheryl Anderson-Siler
ATTORNEY FOR REGISTRANT
125 South Howes, Third Floor
Fort Collins, CO 80521
(970) 224-3100

TRADEMARK
REEL: 002244 FRAME: 0569

IN THE UNITED STATES PATENT AND
TRADEMARK OFFICE

In Re the Trademark Registration of: Veterinary Management Company, Inc.,
predecessor by merger with National PetCare
Centers, Inc.

Trademark Registration Number: 1,977,442

Serial Number: 74/596,150

Registered: May 28, 1996

For: Trademark -- NATIONAL PETCARE CENTERS

AFFIDAVIT OF MERGER

I, Gary Burge, as president of National PetCare Centers, Inc., having been warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of this document, declare that:

On July 1, 1997, Veterinary Management Company, Inc. (the Trademark Office's Registrant of record in the above referenced registration) was formally merged with Animal Medical and Surgical Hospital, Inc. and NPC General Partner, Inc. yielding the resulting corporation, National PetCare Centers, Inc., a Delaware corporation. The assets of the Registrant were absorbed by the resulting corporation, including the above referenced trademark registration. A copy of the Certificate of Merger issued by the Delaware Secretary of State evidencing the merger and resulting corporation is attached hereto and incorporated by reference. National PetCare Centers, Inc. is and continues to be the rightful owner of the above captioned trademark registration.

DATED this 31 day of January, 2001.



Gary D. Burge, President

TRADEMARK
REEL: 002244 FRAME: 0570

UNITED STATES OF AMERICA)
)
STATE OF COLORADO) ss.
)
COUNTY OF LARIMER)

SUBSCRIBED AND SWORN to or AFFIRMED before me in the County of Larimer, State of Colorado, United States of America, by Gary Burge this 31 day of January, 2001.

WITNESS my hand and official seal pursuant to the authority vested in me as a Notary Public by the State of Colorado.

Sally J. Stewart
Notary Public
My Commission Expires: 7/18/04



MY COMMISSION EXPIRES:
July 18, 2004

TRADEMARK
REEL: 002244 FRAME: 0671

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ANIMAL MEDICAL AND SURGICAL HOSPITAL, INC.", A TEXAS CORPORATION,

"VETERINARY MANAGEMENT COMPANY, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "NPC GENERAL PARTNER, INC." UNDER THE NAME OF "NATIONAL PETCARE CENTERS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JUNE, A.D. 1997, AT 8 O'CLOCK P.M..



Edward J. Freel

Edward J. Freel, Secretary of State

2623768 8100M

991203287

AUTHENTICATION:

9759186

DATE:

05-21-99

TRADEMARK
REEL: 002244 FRAME: 0572

REGISTERED
STATE
OF CORPORATIONS
:00 PM 06/27/1997
15310 - 2623768

**CERTIFICATE OF MERGER
OF
ANIMAL MEDICAL AND SURGICAL HOSPITAL, INC.
AND
VETERINARY MANAGEMENT COMPANY, INC.
INTO
NPC GENERAL PARTNER, INC.**

**(UNDER SECTION 252 OF THE GENERAL
CORPORATION LAW OF DELAWARE)**

NPC GENERAL PARTNER, INC., a Delaware corporation, hereby certifies that:

I.

The name and state or jurisdiction of incorporation of each of the constituent corporations is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Animal Medical and Surgical Hospital, Inc.	Texas
Veterinary Management Company, Inc.	California
NPC General Partner, Inc.	Delaware

II.

An agreement of merger (captioned "Agreement and Plan of Reorganization") has been approved, adopted, certified, examined and acknowledged by each of Animal Medical and Surgical Hospital, Inc., Veterinary Management Company, Inc. and NPC General Partner, Inc. in accordance with the provisions of Section 252(c) of the General Corporation Law of Delaware.

III.

NPC General Partner, Inc. will be the surviving corporation and the name of such surviving corporation after such merger shall be National PetCare Centers, Inc. The surviving corporation is a Delaware corporation.

IV.

The Amended and Restated Certificate of Incorporation of NPC General Partner, Inc. attached hereto as Exhibit A shall be the Certificate of Incorporation of the surviving corporation.

**TRADEMARK
REEL: 002244 FRAME: 0573**

V.

The executed Agreement and Plan of Reorganization is on file at an office of NPC General Partner, Inc. The address of that office of NPC General Partner, Inc. is 736 Whalers Way, Building P, Fort Collins, Colorado 80525.

VI.

A copy of the Agreement and Plan of Reorganization will be furnished by NPC General Partner, Inc. on request and without cost, to (i) any stockholder of NPC General Partner, Inc.; (ii) any shareholder of Animal Medical and Surgical Hospital, Inc.; or (iii) any shareholder of Veterinary Management Company, Inc.

VII.

As to each of Animal Medical and Surgical Hospital, Inc. and Veterinary Management Company, Inc., the authorized capital stock is as follows:

<u>NAME OF CORPORATION</u>	<u>NUMBER OF SHARES OF COMMON STOCK AUTHORIZED</u>	<u>PAR VALUE</u>
Animal Medical and Surgical Hospital, Inc.	100,000	\$10
Veterinary Management Company, Inc.	1,000,000	No Par Value.

VIII.

The time and date on which the merger shall become effective is 12:01 a.m. on July 1, 1997.

IN WITNESS WHEREOF, NPC General Partner, Inc. has caused this Certificate of
Merger to be executed by the undersigned officer as of the 16th day of June, 1997.

NPC GENERAL PARTNER, INC.

By: [Signature]
Name: P. BRUCE THOMAS
Title: Secretary

IN THE UNITED STATES PATENT AND
TRADEMARK OFFICE

In Re the Trademark Registration of: Veterinary Management Company, Inc., predecessor
by merger with National PetCare Centers, Inc.

Trademark Registration Number: 2,141,210

Serial Number: 74/595,828

Registered: March 3, 1998

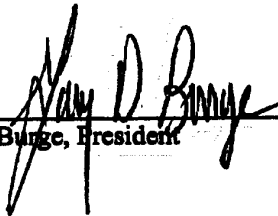
For: Trademark -- NPC

AFFIDAVIT OF MERGER

I, Gary Burge, as president of National PetCare Centers, Inc., having been warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of this document, declare that:

On July 1, 1997, Veterinary Management Company, Inc. (the Trademark Office's Registrant of record in the above referenced registration) was formally merged with Animal Medical and Surgical Hospital, Inc. and NPC General Partner, Inc. yielding the resulting corporation, National PetCare Centers, Inc., a Delaware corporation. The assets of the Registrant were absorbed by the resulting corporation, including the above referenced trademark registration. A copy of the Certificate of Merger issued by the Delaware Secretary of State evidencing the merger and resulting corporation is attached hereto and incorporated by reference. National PetCare Centers, Inc. is and continues to be the rightful owner of the above captioned trademark registration.

DATED this 31 day of January, 2001.



Gary D. Burge, President

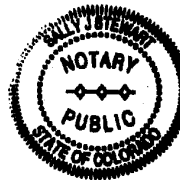
TRADEMARK
REEL: 002244 FRAME: 0576

UNITED STATES OF AMERICA)
)
STATE OF COLORADO) ss.
)
COUNTY OF LARIMER)

SUBSCRIBED AND SWORN to or AFFIRMED before me in the County of Larimer, State of Colorado, United States of America, by Gary Burge this 31 day of January, 2001.

WITNESS my hand and official seal pursuant to the authority vested in me as a Notary Public by the State of Colorado.

Sally J Stewart
Notary Public
My Commission Expires: 7/18/04



MY COMMISSION EXPIRES:
July 18, 2004

TRADEMARK
REEL: 002244 FRAME: 0577

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ANIMAL MEDICAL AND SURGICAL HOSPITAL, INC.", A TEXAS CORPORATION,

"VETERINARY MANAGEMENT COMPANY, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "NPC GENERAL PARTNER, INC." UNDER THE NAME OF "NATIONAL PETCARE CENTERS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JUNE, A.D. 1997, AT 5 O'CLOCK P.M..



Edward J. Freel
Edward J. Freel, Secretary of State

2623768 81004

991209287

AUTHENTICATION:

9759186

DATE:

06-21-99

TRADEMARK
REEL: 002244 FRAME: 0578

REGISTERED 37
STATE OF DELAWARE
OFFICE OF CORPORATIONS
11:00 AM 06/17/1997
15310 - 4233768

NCR 7341450

**CERTIFICATE OF MERGER
OF
ANIMAL MEDICAL AND SURGICAL HOSPITAL, INC.
AND
VETERINARY MANAGEMENT COMPANY, INC.
INTO
NPC GENERAL PARTNER, INC.**

**(UNDER SECTION 252 OF THE GENERAL
CORPORATION LAW OF DELAWARE)**

NPC GENERAL PARTNER, INC., a Delaware corporation, hereby certifies that:

I.

The name and state or jurisdiction of incorporation of each of the constituent corporations is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Animal Medical and Surgical Hospital, Inc.	Texas
Veterinary Management Company, Inc.	California
NPC General Partner, Inc.	Delaware

II.

An agreement of merger (captioned "Agreement and Plan of Reorganization") has been approved, adopted, certified, executed and acknowledged by each of Animal Medical and Surgical Hospital, Inc., Veterinary Management Company, Inc. and NPC General Partner, Inc. in accordance with the provisions of Section 252(e) of the General Corporation Law of Delaware.

III.

NPC General Partner, Inc. will be the surviving corporation and the name of such surviving corporation after such merger shall be National PetCare Centers, Inc. The surviving corporation is a Delaware corporation.

IV.

The Amended and Restated Certificate of Incorporation of NPC General Partner, Inc. attached hereto as Exhibit A shall be the Certificate of Incorporation of the surviving corporation.

**TRADEMARK
REEL: 002244 FRAME: 0579**

V.

The executed Agreement and Plan of Reorganization is on file at an office of NPC General Partner, Inc. The address of that office of NPC General Partner, Inc. is 736 Wheeler Way, Building F, Fort Collins, Colorado 80525.

VI.

A copy of the Agreement and Plan of Reorganization will be furnished by NPC General Partner, Inc., on request and without cost, to (I) any stockholder of NPC General Partner, Inc.; (II) any shareholder of Animal Medical and Surgical Hospital, Inc.; or (III) any shareholder of Veterinary Management Company, Inc.

VII.

As to each of Animal Medical and Surgical Hospital, Inc. and Veterinary Management Company, Inc., the authorized capital stock is as follows:

<u>NAME OF CORPORATION</u>	<u>NUMBER OF SHARES OF COMMON STOCK AUTHORIZED</u>	<u>PAR VALUE</u>
Animal Medical and Surgical Hospital, Inc.	100,000	\$10
Veterinary Management Company, Inc.	1,000,000	No Par Value.

VIII.

The time and date on which the merger shall become effective is 12:01 a.m. on July 1, 1997.

TRADEMARK
REEL: 002244 FRAME: 0580

97 FRI 18:38

NCR 7341450

FAX NO. 7341478

P.04

IN WITNESS WHEREOF, NPC General Partner, Inc. has caused this Certificate of
Merge to be executed by the undersigned officer as of the 26th day of June, 1997.

NPC GENERAL PARTNER, INC.

By: [Signature]
Name: P. Bruce Thomas
Title: Secretary

RECORDED: 02/20/2001

TRADEMARK
REEL: 002244 FRAME: 0581