

10-16-2001
101875438

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings ⇨ ⇨ ⇨ ▼

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): **11-401**
Castor & Pollux Pet Works LLC

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Limited Liability Company

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

2. Name and address of receiving party(ies)
Name: Pet Appeal, LLC
Internal
Address: _____
Street Address: 14340 SE Industrial Way
City: Clackamas State: Oregon Zip: 97015

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company, Oregon

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: March 2, 2000

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

A. Trademark Application No.(s) 75/788,872
75/817,315 75/800,824
75/908/776 75/801,054

Additional number(s) attached Yes No

B. Trademark Registration No.(s)
_____ - 4

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Erich W. Merrill, Jr.
Internal Address: _____
Street Address: Miller Nash LLP
111 S.W. Fifth Avenue, Suite 3500
City: Portland State: Oregon Zip: 97204

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ 140.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
(Attach duplicate copy of this page if paying by deposit account)

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.

Erich W. Merrill, Jr. Erich W. Merrill, Jr. 10/4/01
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

697185-84



Phone: (503) 986-2200
Fax: (503) 378-4381

Articles of Merger

For office use only

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327

Check the appropriate box below:

- MULTI ENTITY MERGER
(Complete only 1, 2, 3, 4, 10, 11)
- FOR PARENT AND 90% OWNED SUBSIDIARY
WITHOUT SHAREHOLDER APPROVAL
(Complete only 5, 6, 7, 8, 9, 10, 11)

FILED

MAR 02 2000

**OREGON
SECRETARY OF STATE**

Survivor Registry Number: 697185-84

Attach Additional Sheet if Necessary
Please Type or Print Legibly in Black Ink

1) NAMES AND TYPES OF THE ENTITIES PROPOSING TO MERGE

NAME	TYPE	REGISTRY NUMBER
Castor & Pollux Pet Works LLC	Oregon LLC	697185-84
BS Distributing Co.	Oregon corporation	726881-88

2) NAME AND TYPE OF THE SURVIVING ENTITY Pet Appeal, LLC, an Oregon limited liability company
fka Castor & Pollux Pet Works LLC

Check here if there is a name change in this plan of merger

3) A COPY OF THE MERGER PLAN IS ATTACHED.

4) THE PLAN OF MERGER WAS DULY AUTHORIZED AND APPROVED BY EACH ENTITY THAT IS A PARTY TO THE MERGER.

A copy of the vote required by each entity is attached.

FOR PARENT AND 90% OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL

5) NAME OF PARENT CORPORATION _____
Oregon Registry Number _____

6) NAME OF SUBSIDIARY CORPORATION _____
Oregon Registry Number _____

7) NAME OF SURVIVING CORPORATION _____

8) COPY OF PLAN
 A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or into cash or other property is attached

9) CHECK THE APPROPRIATE BOX
 A copy of the plan of merger or summary was mailed to each shareholder of record of the subsidiary corporation on or before _____ Date

The making of a copy of the plan or summary was waived by all outstanding shares

10) EXECUTION
Printed Name: Karen Michelle Gunton Signature: [Signature] Title: Manager

3.2.00

11) CONTACT NAME: David C. Culpepper
DAYTIME PHONE NUMBER - INCLUDING AREA CODE: (503) 205 2513

FEEES

Make check for \$10 payable to "Corporation Division"

NOTE: Filing fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

CR137 (Rev. 12/99)

022200 02505 10⁰⁰

PLAN OF MERGER

LLC: Castor & Pollux Pet Works LLC, an Oregon limited liability company (whose name will be Pet Appeal, LLC, upon the effectiveness of the merger)

CORPORATION: BS Distributing Co., an Oregon corporation.

MEMBER: Ring One, Inc., an Oregon corporation, the sole member of the LLC and the sole shareholder of Corporation. 171235-14

EFFECTIVE DATE: February 17, 2000.

As of the effective date, Corporation will merge with and into LLC. LLC will be the surviving business entity, with its name changed to:

PET APPEAL, LLC,

an Oregon limited liability company.

Upon the effectiveness of the merger, each share of the issued and outstanding common stock of Corporation will automatically be canceled and Member will continue as the sole member of LLC and will own all the membership interests of the LLC.

Upon the effectiveness of the merger, Article 1 of the articles of organization of LLC is amended to read as follows:

"The name of this limited liability company (the "Company") is PET APPEAL, LLC."

PDXDOCS:1142756.1