

01-17-2003



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings ⇌⇌⇌

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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):

HTZ Investment Corp.

1-14-03

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: December 2, 2002

2. Name and address of receiving party(ies)

Name: The Hartz Mountain Corporation

Internal

Address:

Street Address: 400 Plaza Drive

City: Secaucus State: NJ Zip: 07094

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State New Jersey 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) 74/181,348; 74/394,358;75/178,457;76/235,722;

B. Trademark Registration No.(s) 722,892; 749,588; 749,602; 770,197; 770,809; 771,679;

Additional number(s) attached Yes No

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

Name: Amy B. Goldsmith, Esq.

Internal Address: GOTTLIEB RACKMAN & REISMAN

Street Address: 270 Madison Avenue, 8th Floor

City: New York State: NY Zip: 10016

6. Total number of applications and registrations involved:

152

7. Total fee (37 CFR 3.41) \$ 3,815.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Amy B. Goldsmith, Esq.

[Handwritten Signature]

1-14-03

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 14

01/16/2003 LMELLER 00000135 74181348

01 FC:8521 02 FC:8522

40.00 3775.00

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

OFFICE OF POLICY RECORDS 2003 JUN 14 AM 7:42 FINANCE SECTION

**CONTINUATION OF RECORDATION FORM COVER SHEET****THE HARTZ MOUNTAIN CORPORATION**

<b><u>MARK</u></b>	<b><u>SERIAL NO.</u></b>
DOUBLE WORMER	76/241,558
REAL LOVE. REAL SCIENCE	76/329,695
HARTZ ADVANCED CARE BRAND & DESIGN	76/353,469
MISCELLANEOUS DESIGN	76/365,967
ICP INSTITUTE FOR CHILDREN & POVERTY	76/378,937
TECHNO TRONICS	76/432,021
HARTZ PRIME BEEFHIDE	76/434,397
HAY-SENTIALS	76/439,147
HEALTH MEASURES	76/442,593
COMMITTED TO THE HUMAN- ANIMAL BOND	76/452,121
HARTZ SOLUTIONS	76/455,817
ADVANCED CARE PLUS+	76/460,520
SPLASH AROUND	76/461,952
STOP THE TICK TOCK	76/464,152
STOP THE TICK TOCK AND DESIGN	76/464,445
CELEBRATING THE HUMAN- ANIMAL BOND	76/469,977
MISCELLANEOUS DESIGN	76/469,978

CELEBRATING THE HUMAN- ANIMAL BOND & DESIGN	76/470,039
CURLS	76/473,722
DENTAL MEASURES	76/474,226

<u>MARK</u>	<u>REGISTRATION NO.</u>
ICH OUT	772,146
YUMMIE	773,575
CHEW-BAR	773,875
AQUA-AID	780,885
HARTZ	782,948
COLOR TONE	783,423
BATTABOUT	800,276
HIPROMIN	815,091
FLAVOR BONE	832,021
CLEAR-AID	835,687
DOG KISSES	840,937
HARTZ	843,089
YUMMIES	843,321
THE PET LIBRARY LTD	844,158
SUPER STICK	865,565
MY-T-MITE	878,975
HARTZ	943,059

LONGLIFE	944,521
BATTA-BIRD	991,283
BIZZY BALLS	991,903
HARTZ	993,373
HARTZ	993,382
HARTZ	993,444
HARTZ	1,017,875
HARTZ	1,047,087
INSTANT-DRI	1,048,392
HARTZ	1,098,090
HARTZ	1,098,583
HARTZ	1,098,599
HARTZ	1,098,741
HAY-KOB	1,145,519
2 in 1	1,207,783
HARTZ	1,253,550
NUTRI-BONE	1,389,318
BLOCKADE	1,411,965
YUM-YUM	1,414,417
CURLS	1,459,755
CHOO-CHOO CHIPS	1,493,297
ALFA-BITS	1,526,016
PLAY HOOPS	1,602,488

ONCE-A-MONTH	1,632,024
LONGLIFE	1,639,499
2 in 1	1,645,786
PLAY CITY	1,751,326
CRYSTAL CLEAN	1,719,287
VITA-VITTLES (STYLIZED)	1,812,319
MISCELLANEOUS DESIGN	1,833,857
LOVE YOUR DOG	1,862,201
NATURE'S GOLD & DESIGN	1,864,863
ALL-IN-ONE	1,888,119
CONTROL PET CARE SYSTEM	1,896,757
L/M ANIMAL FARMS & DESIGN	1,899,093
LM ANIMAL FARMS (STYLIZED)	1,899,094
YUMMIES	1,909,410
TWISTERS	1,910,070
SHRED'N NEST (STYLIZED)	1,925,460
FRUIT DELIGHT	1,928,672
FANCY FRUIT	1,962,509
NUT'N GRAIN	1,962,510
VEGGIE'N GRAIN	1,962,511
HONEY'N NUT	1,962,512
GOLDEN-LITE	1,967,279

BARRIER LOC	1,978,227
LONGLIFE	1,989,290
LOVABLES	2,001,828
MOTORING MARTY	2,032,899
MISCELLANEOUS DESIGN	2,037,259
MISCELLANEOUS DESIGN	2,037,260
MISCELLANEOUS DESIGN	2,037,261
CONTROL & DESIGN	2,042,589
ULTRA WHITE	2,053,215
AMERICAN FAMILY INN	2,056,905
ULTIMATE FLEA COLLAR	2,059,943
RELEVE PET PROTECTION SYSTEM	2,061,818
TROPICAL MAGIC	2,070,439
MAD-MADDOGS & DESIGN	2,070,829
SLIMLINE IN-LINE	2,072,257
SEA SHELL-TERS	2,072,733
HEALTH MEASURES	2,074,488
2 in 1 SAFETY SNAP FLEA AND TICK COLLAR	2,086,356
PROJECT AWAKE	2,091,637
PET-PRO & DESIGN	2,092,363
RELEVE PET PROTECTION SYSTEM	2,095,909
HARTZ CONTROL PET CARE SYSTEM	2,098,853

HOMES FOR THE HOMELESS	2,113,377
LET'S GO!	2,114,628
HARTZ	2,135,204
MAGIC POPPERS	2,136,457
CONTROL PET CARE SYSTEM	2,157,278
MISCELLANEOUS DESIGN	2,158,070
ONE SPOT	2,175,650
HARTZ	2,177,050
WACKY CATS	2,177,540
HARTZ	2,178,929
HELP!	2,179,537
EARTHLY EXTRACTS	2,184,356
MISCELLANEOUS DESIGN	2,188,604
PRIME BEEF	2,197,064
HELP!	2,217,525
HELP!	2,257,868
HEALTH MEASURES	2,265,551
PRIME VALUE	2,272,924
HARTZ.COM	2,347,431
PRIME DELI	2,376,796
DESERT EMPIRE	2,384,160
MAD-MADDOGS & DESIGN	2,396,330

GROOMER'S BEST	2,404,707
POWER CHEW	2,411,404
KITTY FRENZY	2,411,405
DESERT EMPIRE & DESIGN	2,425,832
HARTZ ADVANCED CARE	2,452,121
FEATHER FRENZY	2,453,434
HARTZ. EVERY PET'S BEST FRIEND.	2,472,430
CHEW N CLEAN	2,475,910
ADVANCED THINKING	2,490,563
ADVANCED CARE	2,570,402
HARTZ ADVANCED CARE BRAND	2,571,957
HARTZ ADVANCED CARE BRAND	2,572,024
HARTZ ADVANCED CARE	2,572,025
HEALTH MEASURES	2,592,905
CHEW N CLEAN	2,625,362
HEALTH MEASURES	2,626,481



DEC. 27. 2002 1:47PM

UNITED CORP. SERV.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 12/23/2002  
020791948 - 2159044

**CERTIFICATE OF OWNERSHIP AND MERGER**

of

**HTZ INVESTMENT CORP.**  
(a Delaware corporation)

into

**THE HARTZ MOUNTAIN CORPORATION**  
(a New Jersey corporation)

It is hereby certified that:

1. The Hartz Mountain Corporation (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of New Jersey.

2. The Corporation is the owner of all of the outstanding shares of HTZ Investment Corp., which is a business corporation of the State of Delaware.

3. The laws of the jurisdiction of organization of The Hartz Mountain Corporation permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

4. The Corporation hereby merges HTZ Investment Corp. into the Corporation.

5. The following is a copy of the resolutions adopted on December 2, 2002 by the Board of Directors of the Corporation to merge the said HTZ Investment Corp. into the Corporation:

RESOLVED that HTZ Investment Corp. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of HTZ Investment Corp. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by HTZ Investment Corp. in its name.

RESOLVED that this Corporation assume all of the obligations of HTZ Investment Corp.

RESOLVED that this Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of HTZ Investment Corp., as well as for enforcement of any

DEC. 27. 2002 1:47PM

UNITED CORP. SERV.

NO. 0004

0004

obligation of this Corporation arising from the merger herein provided for, does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware: The Hartz Mountain Corporation, 400 Plaza Drive, Secaucus, NJ 07094, Attn: Max C. Marx, Corporate Vice President-General Counsel.

RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of New Jersey, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of HTZ Investment Corp. and of this Corporation and in any other appropriate jurisdiction.

RESOLVED that the effective date of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be December 31, 2002, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said date shall be the effective merger date.

Executed on December 2, 2002

THE HARTZ MOUNTAIN CORPORATION

By:



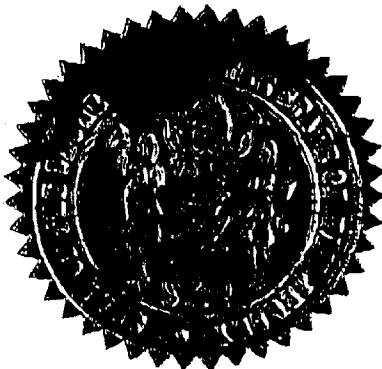
Robert Devine  
President and Chief Executive Officer

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
FILING CERTIFICATION (CERTIFIED COPY)

THE HARTZ MOUNTAIN CORPORATION

*I, the Treasurer of the State of New Jersey,  
do hereby certify, that the above named business  
did file and record in this department the below  
listed document(s) and that the foregoing is a  
true copy of the  
Certificate of Merger  
Filed in this office  
December 23, 2002  
as the same is taken from and compared with the  
original(s) filed in this office on the date set  
forth on each instrument and now remaining on file  
and of record in my office.*

*IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
27th day of December, 2002*

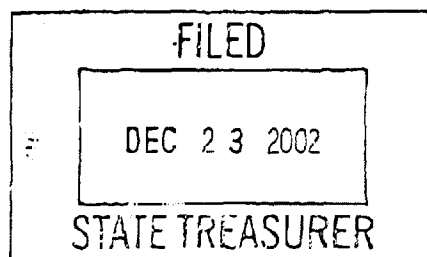


A handwritten signature in cursive script, appearing to read "John E. McCormac".

*John E McCormac, CPA  
State Treasurer*

004

**CERTIFICATE OF MERGER**  
of  
**HTZ INVESTMENT CORP.**  
into  
**THE HARTZ MOUNTAIN CORPORATION**



To the Department of the Treasury  
State of New Jersey

Pursuant to the provisions of Sections 14A:10-5.1 and 14A:10-7 of the New Jersey Business Corporation Act, the New Jersey parent business corporation hereinafter named does hereby certify that:

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Delaware, is HTZ Investment Corp.
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of New Jersey, is The Hartz Mountain Corporation.
3. The number of outstanding shares of the subsidiary corporation is 100, all of which are of one class, and all of which are owned by the parent corporation.
4. The following is the Plan of Merger for merging the subsidiary corporation into the parent corporation as approved by the Board of Directors of the parent corporation on December 2, 2002.

"1. The Hartz Mountain Corporation, which is a business corporation of the State of New Jersey and is the owner of all of the outstanding shares of HTZ Investment Corp., which is a business corporation of the State of Delaware, hereby merges HTZ Investment Corp. into The Hartz Mountain Corporation pursuant to the provisions of the laws of the State of Delaware and of the New Jersey Business Corporation Act.

2. The separate existence of HTZ Investment Corp. shall cease upon the effective date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and The Hartz Mountain Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act. The Hartz Mountain Corporation as the Surviving Corporation will succeed, insofar as permitted by law, to all rights, assets, liabilities and obligations of HTZ Investment Corp. in accordance with the Delaware General Corporation Law and the New Jersey Business Corporation Act.

3. The issued shares of HTZ Investment Corp. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

4. The issued shares of The Hartz Mountain Corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of The Hartz Mountain Corporation.

5. The Board of Directors and the proper officers of The Hartz Mountain Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

5. Neither the certificate of incorporation of the parent corporation nor the certificate of incorporation of the subsidiary corporation requires the approval of its shareholders to authorize the merger herein certified.


6. The applicable provisions of the laws of the jurisdiction of organization of the subsidiary corporation relating to the merger of the subsidiary corporation into the parent corporation will have been complied with upon compliance with any of the filing and recording requirements thereof.

7. The parent corporation will continue its existence as the surviving corporation pursuant to the provisions of the New Jersey Business Corporation Act.


8. The merger herein certified shall become effective in the State of New Jersey on December 31, 2002.

Executed on December 2, 2002

HTZ INVESTMENT CORP.

By:   
Robert Devine  
President

THE HARTZ MOUNTAIN CORPORATION

By:   
Robert Devine  
President and Chief Executive Officer

# Delaware

PAGE 1

## The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

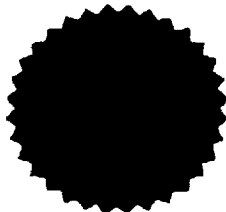
"HTZ INVESTMENT CORP.", A DELAWARE CORPORATION,  
WITH AND INTO "THE HARTZ MOUNTAIN CORPORATION" UNDER THE NAME OF "THE HARTZ MOUNTAIN CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW JERSEY, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3606558 8100M

020791948



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2168273

DATE: 12-24-02