

Form PTO-1594 (Rev. 06/04)
 OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

HTZ INVESTMENT CORP.

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

Citizenship (see guidelines) _____

Execution Date(s) December 2, 2002

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment Merger
 Security Agreement Change of Name
 Other corrected Merger to remove incorrect (see attached)

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: The Hartz Mountain Corporation

Internal

Address: _____

Street Address: 400 Plaza Drive

City: Secaucus

State: New Jersey

Country: USA Zip: 07094

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship New Jersey
 Other _____ Citizenship _____

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)

4. Application number(s) or registration number(s) and Identification or description of the Trademark.

A. Trademark Application No.(s)

74/181,348

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & 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 Fl

City: NEW YORK

State: New York Zip: 10016

Phone Number: (212) 684-3900

Fax Number: (212) 684-3999

Email Address: agoldsmith@grr.com

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 90.00

- Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
 Expiration Date _____

b. Deposit Account Number 07-1730

Authorized User Name Allen Rubenstein

9. Signature:

Amy B. Goldsmith
 Signature

8-14-04
 Date

Amy B. Goldsmith

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 34

Documents to be recorded (including cover sheet) should be faxed to (703) 306-6995, or mailed to:
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

700106922

TRADEMARK
 REEL: 002934 FRAME: 0339

CH \$90.00 07/17/30 74181348

Corrected Merger to remove incorrect Serial No. and Registration Nos. recorded on
January 14, 2003; Reel 002646, Frame 0337

SERIAL NO.: 76/378,937 – ICP INSTITUTE FOR CHILDREN &
POVERTY

REGISTRATION NOS.: 2,056,905 – AMERICAN FAMILY INN
2,113,377 – HOMES FOR THE HOMELESS

01-17-2003



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Form PTO-1594 (Rev. 10/02) OMB No. 0851-0027 (exp. 6/30/2005) 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 them.

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

2. Name and address of receiving party(ies)
Name: The Hartz Mountain Corporation
Internal Address:
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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: December 2, 2002

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; 740,588; 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 (\$7 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. Signature: [Handwritten Signature] Date: 1-14-03

OFFICE OF PUBLIC RECORDS
2003 JAN 14 AM 7:42
FINANCE SECTION

01/16/2003 01 FT:ESZ 02 FT:ESZ

Name of Person Signing: AMY B. GOLDSMITH 74/181,348
Total number of pages including cover sheet, attachments, and documents: 14

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

PLEASE REMOVE INCORRECT SERIAL NO. AND REGISTRATION NOS.
RECORDED ON January 14, 2004; Reel 002646 Frame 0337

SERIAL NO.: 76/378,937 - ICP INSTITUTE FOR CHILDREN & POVERTY

REGISTRATION NOS.: 2,056,905 - AMERICAN FAMILY INN
2,113,377 - HOMES FOR THE HOMELESS

CONTINUATION OF RECORDATION FORM COVER SHEET
THE HARTZ MOUNTAIN CORPORATION

<u>MARK</u>	<u>SERIAL NO.</u>
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

MARK**REGISTRATION NO.**

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

LOGLIFE	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
LOGLIFE	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 NEX. SERV.

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 03:00 AM 12/29/2002
 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

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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 HIZ 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
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

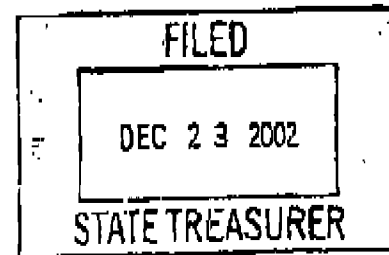


A handwritten signature in black ink, appearing to read "John E. McCormac". The signature is fluid and cursive.

John E McCormac, CPA
State Treasurer

12/074

**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.

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4. The issued shares of The Hertz 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 Hertz Mountain Corporation.

5. The Board of Directors and the proper officers of The Hertz 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.

6. 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.

7. 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.

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

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

Executed on December 2, 2002

HITZ INVESTMENT CORP.

By: 
Robert Devine
President

THE HARTZ MOUNTAIN CORPORATION

By: 
Robert Devine
President and Chief Executive Officer

DEC. 27. 2002 11:47 AM

Delaware

PAGE 1

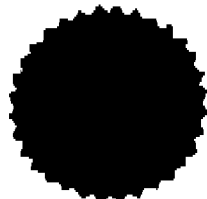
The First State

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3605558 BLOOM

AUTHENTICATION: 2168273

020791948

DATE: 12-24-02

TOTAL P.35