

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) _____

12/2/02

Execution Date(s) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

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

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: United States Zip: 07094

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- 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)
76/480,049

B. Trademark Registration No.(s)
832,021; 2,740,198; 2,781,761; 2,797,075
2,800,026

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 Floor

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:

6

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 165.00

- 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 Amy B. Goldsmith

9. Signature:

Amy B. Goldsmith
Signature

12-7-04
Date

Amy B. Goldsmith

Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$165.00 071730 76480049

Delaware

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

3606558 8100M

AUTHENTICATION: 2168273

020791948

DATE: 12-24-02

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


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

The Hartz Mountain Corporation**SCHEDULE OF APPLICATIONS AND REGISTRATIONS**

<u>MARK:</u>	<u>APPLICATION NO.</u>	<u>FILED</u>
WACKY CATS & DESIGN	76/480,049	01/3/03

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>DATED</u>
FLAVOR BONE	0,832,021	07/11/67
HARTZ ADVANCED CARE BRAND FLEA & TICK DROPS PLUS+	2,740,198	07/22/03
MISCELLANEOUS DESIGN	2,781,761	11/11/03
TOTAL COLOR MARINE	2,797,075	12/23/03
WACKY CATS & DESIGN	2,800,026	12/30/03