

7-14-05

07-27-2005



To the Honorable Commissioner

103049119

original documents or copy thereof.

1. Name of conveying party(ies):
Burns Veterinary Supply, Inc.

Individual(s) Association

General Partnership Limited Partnership

Corporation—State New York

Other _____

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

2. Name and address of receiving party(ies)

Name: Butler Animal Health Supply, LLC

Internal _____

Address: _____

Street Address: 5600 Blazer Parkway

City: Dublin State: OH Zip: 43017

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation – State 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

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other _____

Execution Date: July 1, 2005

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

A. Trademark Application No.(s)

78/401,121; 78/401,139;
78/175,590; 78/278,872;
78/511,295; 78/511,283;
78/224,831; 78/320,948;
78/320,941

B. Trademark Registration No.(s)

2,395,956; 2,800,827; 2,400,411;
2,467,281; 2,902,366; 2,902,367

JUL 14 2005

Additional number(s) attached? Yes No

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

Name: Doron S. Goldstein, Esq.

Internal Address: _____

Paul, Weiss, Rifkind, Wharton & Garrison LLP

Street Address: _____

1285 Avenue of the Americas

City: New York State: NY Zip: 10019-6064

6. Total number of applications and registrations involved: 15

7. Total fee (37 CFR 3.41) _____ \$ 320.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 500706

Paul, Weiss, Rifkind, Wharton & Garrison LLP

(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.

Doron S. Goldstein, Esq.
Name of Person Signing

[Signature]
Signature

7/13/05
Date

07/26/2005 DBYRNE 00000014 500706 78401121 of pages including cover sheet, attachments, and documents: 5

01 FC:8521 40.00 DA
02 FC:8522 350.00 DA

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

ASSIGNMENT OF TRADEMARK REGISTRATIONS

AND

PENDING REGISTRATION APPLICATION

ASSIGNMENT


WHEREAS, Burns Veterinary Supply, Inc., a New York corporation ("Assignor"), having its principal offices at 300 Jericho Quadrangle, Jericho, New York, 11753, has adopted, used, is using and is the owner of trademarks registered in the United States Patent and Trademark Office (the "Office") and of a certain trademarks for which a applications for registration have been filed in the Office as more fully set forth on Schedule A.

WHEREAS, Butler Animal Health Supply, LLC, a Delaware corporation ("Assignee"), having its principal offices at 5600 Blazer Parkway, Dublin, Ohio, is desirous of acquiring said registered trademarks and applications.

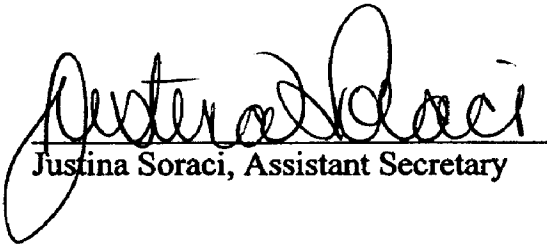
NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in the United States in and to said trademarks and applications, together with the goodwill of the business symbolized by said trademarks, together with the portion of the business of Assignor associated therewith, together with all claims for damages by reason of past infringement of said trademarks, with the right to sue for and collect the same.

Signed as of this the 1st day of July, 2005.

Burns Veterinary Supply, Inc.

By: 
Michael Caputo, Executive Vice President

ATTEST:


Justina Soraci, Assistant Secretary

STATE OF NEW YORK)
)ss.:
COUNTY OF NEW YORK)

On this 1st day of July, 2005, personally appeared MICHAEL CAPUTO, to me known and known to me to be the Executive Vice President of BURNS VETERINARY SUPPLY, INC., the assignor above named, and acknowledged that he executed the foregoing Assignment as of July 1, 2005 on behalf of said assignor and pursuant to authority duly received.

EMILY N. REID
NOTARY PUBLIC, STATE OF NEW YORK
NO. 01RE6090644
QUALIFIED IN SUFFOLK COUNTY
COMMISSION EXPIRES APRIL 21, 2007



Notary Public

EXHIBIT A
 TO
 ASSIGNMENT OF TRADEMARKS
 AND
 TRADEMARK APPLICATION
 FROM
 BURNS VETERINARY SUPPLY, INC.
 TO
 BUTLER ANIMAL HEALTH SUPPLY, LLC

United States Registrations

<u>Trademark</u>	<u>Number</u>	<u>Date</u>
BVS	2,395,956	10/17/00
CLINCAPS	2,800,827	12/30/03
CLINDROPS	2,400,411	10/31/00
VETUS ANIMAL HEALTH	2,467,281	07/10/01
VETUS FELILAX	2,902,366	11/09/04
VETUS FELITONE-T	2,902,367	11/09/04

Registration Application Pending in
 the U.S. Patent and Trademark Office

<u>Trademark</u>	<u>Serial Number</u>	<u>Filing Date</u>
MEGA-O R CAPS	78/401121	04/13/04
MEGA-O ES CAPS	78/401139	04/13/04
PRAZIJECT	78/175590	10/17/02
PRAZITABS	78/278872	07/25/03
VETAMECTIN EQUINE ORAL SOLUTION	78/511295	11/04/04
VETAMECTIN-CS		

INJECTABLE	78/511283	11/04/04
VETUS ANTI-OX TABS	78/224831	03/12/03
VETUS MAGIC CARPET STAIN REMOVER	78/320948	10/30/03
VETUS SUPPLI-CAL	78/320941	10/30/03

112624

RECORDED: 07/14/2005

TRADEMARK
REEL: 003197 FRAME: 0308