

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 03/31/2006 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|------------------------|----------|----------------|-----------------------|
| Perky-Pet Products Co. | | 03/20/2006 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|-----------------|---------------------------|
| Name: | Woodstream Corporation |
| Street Address: | 69 North Locust Street |
| City: | Lititz |
| State/Country: | PENNSYLVANIA |
| Postal Code: | 17543 |
| Entity Type: | CORPORATION: PENNSYLVANIA |

PROPERTY NUMBERS Total: 17

| Property Type | Number | Word Mark |
|----------------------|----------|---|
| Registration Number: | 2422472 | SURE-LOCK |
| Registration Number: | 2744731 | BIRDSCAPES |
| Registration Number: | 2902454 | ULTOMATO |
| Registration Number: | 2629311 | SONGTREE |
| Serial Number: | 78415716 | PERKY-PET |
| Serial Number: | 78259536 | GARDENER'S BLUE RIBBON |
| Registration Number: | 2066815 | UPSIDE DOWN |
| Registration Number: | 2957923 | POPUPPOND |
| Registration Number: | 2971120 | BIRDSCAPES |
| Registration Number: | 1642105 | PERKY-PET BRAND |
| Registration Number: | 2884556 | COLIBRI |
| Serial Number: | 78431472 | SIP & SEED |
| Registration Number: | 2646488 | BRINGING BEAUTY AND GRACE TO THE GARDEN |

OP \$440.00 2422472

| | | |
|----------------------|---------|---|
| Registration Number: | 2933869 | NATURE'S DESIGNS FOR ATTRACTING BIRDS |
| Registration Number: | 2669314 | THE PRESERVE |
| Registration Number: | 2940337 | BRINGING BEAUTY AND GRACE TO THE GARDEN |
| Registration Number: | 3095944 | SQUIRREL-BE-GONE |

CORRESPONDENCE DATA

Fax Number: (202)393-5350
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 202-638-6666
Email: trademark@jhip.com,lweiss@jhip.com
Correspondent Name: Jacobson Holman PLLC
Address Line 1: 400 Seventh Street, N.W.
Address Line 2: Sixth Floor
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

| | |
|-------------------------|------------------|
| ATTORNEY DOCKET NUMBER: | A-897 |
| NAME OF SUBMITTER: | Leesa N. Weiss |
| Signature: | /Leesa N. Weiss/ |
| Date: | 06/08/2006 |

Total Attachments: 10
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**PENNSYLVANIA DEPARTMENT OF STATE
 CORPORATION BUREAU**

Articles/Certificate of Merger

(15 Pa.C.S.)

- Domestic Business Corporation (§ 1926)
- Domestic Nonprofit Corporation (§ 5926)
- Limited Partnership (§ 8547)

Name _____
 Corporation Service Company

Document will be returned to the name and address you enter to the left.

Commonwealth of Pennsylvania
 ARTICLES OF MERGER-BUSINESS 7 Page(s)

Fee: \$150 plus \$40 additional for each Party in additional to two



In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:
 Woodstream Corporation

2. Check and complete one of the following:

The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

| | | | | |
|------------------------|--------|-------|-------|-----------|
| (a) Number and Street | City | State | Zip | County |
| 69 North Locust Street | Lititz | PA | 17543 | Lancaster |

(b) Name of Commercial Registered Office Provider _____ County _____
 c/o _____

The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

| | | | | |
|-----------------------|------|-------|-----|--------|
| (a) Number and Street | City | State | Zip | County |
|-----------------------|------|-------|-----|--------|

(b) Name of Commercial Registered Office Provider _____ County _____
 c/o _____

The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

| | | | |
|-------------------|------|-------|-----|
| Number and Street | City | State | Zip |
|-------------------|------|-------|-----|

PENNSYLVANIA DEPARTMENT OF STATE

2006 MAR 24 PM 12:26

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

| Name | Registered Office Address | Commercial Registered Office Provider | County |
|--|---------------------------|---------------------------------------|--------------------------------|
| Perky-Pet Products Co., a Delaware corp. | | | Not qualified in PA |
| California Plastic Products, Inc., a Delaware corp. | | | Not qualified in PA |

4. Check, and if appropriate complete, one of the following:

- The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.
- The plan of merger shall be effective on: March 31, 2006 at 8:00 p.m.
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

| Name | Manner of Adoption |
|-----------------------------------|---|
| Woodstream Corporation | Adopted by the action of the board of the directors of the corporation pursuant to 15 Pa.C.S. §1924(b)(2). |

6. Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger. The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

7. Check, and if appropriate complete, one of the following:

- The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.
- Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is.

| | | | | |
|-------------------|------|-------|-----|--------|
| Number and street | City | State | Zip | County |
|-------------------|------|-------|-----|--------|

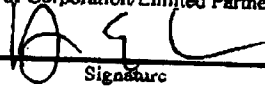
IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this

20th day of March

2006

Woodstream Corporation

Name of Corporation/Limited Partnership



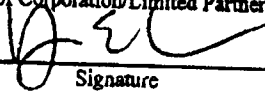
Signature

President

Title

Perky-Pet Products Co.

Name of Corporation/Limited Partnership



Signature

President

Title

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this

20th day of March

2008

California Plastic Products, Inc.

Name of Corporation/Limited Partnership



Signature

President

Title

Name of Corporation/Limited Partnership

Signature

Title

PLAN OF MERGER

PLAN OF MERGER approved on March 20, 2006 by Woodstream Corporation, a business corporation incorporated under the laws of the Commonwealth of Pennsylvania (the "Parent Corporation"), and by resolution adopted by its Board of Directors on said date.

1. The Parent Corporation is the owner of all of the issued and outstanding shares of stock of Perky-Pet Products Co. ("Perky-Pet"), which is a business corporation of the State of Delaware.
2. The Parent Corporation is the owner of all of the issued and outstanding shares of stock of California Plastic Products, Inc. ("CPP"), which is a business corporation of the State of Delaware.
3. Each of Perky-Pet and CPP shall, pursuant to Section 1921 of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania ("PBCL") and pursuant to Section 253 of the Delaware General Corporation Law ("DGCL"), be merged into the Parent Corporation, which shall be the surviving corporation upon the effective date and time of the merger in the Commonwealth of Pennsylvania, and which shall continue to exist as said surviving corporation pursuant to the provisions of the PBCL. The separate existence of each of Perky-Pet and CPP, which are wholly-owned subsidiaries of the Parent Corporation, shall cease upon the effective date and time of the merger in accordance with the provisions of the DGCL.
4. The Articles of Incorporation of the Parent Corporation upon the effective date and time of the merger in the Commonwealth of Pennsylvania shall be the Articles of Incorporation of said Parent Corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the PBCL.
5. The issued and outstanding shares of each of Perky-Pet and CPP shall not be converted or exchanged in any manner and each said share which is issued and outstanding as of the effective date and time of the merger shall be surrendered and extinguished. The issued and outstanding shares of the Parent Corporation shall not be converted or exchanged in any manner, but each said share which is issued and outstanding as of the effective date and time of the merger shall continue to represent one issued share of the Parent Corporation.
8. This Plan of Merger has been duly approved and adopted on behalf of the Parent Corporation in accordance with the provisions of the PBCL and by Perky-Pet and CPP in accordance with the provisions of the DGCL, and the merger of each of Perky-Pet and CPP into the Parent Corporation has been fully authorized in accordance with the provisions of the PBCL and the DGCL.
9. Any officer of the Parent Corporation and any officer of each of Perky-Pet and CPP is hereby authorized to execute the Articles or Certificates of Merger on behalf of said corporations, respectively, in conformity with the provisions of the PBCL and DGCL; and the proper officers of the Parent Corporation and of each of Perky-Pet and CPP, 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 prescribed by the PBCL or DGCL or 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.

10. The effective date and time of this Plan of Merger and of the merger herein provided for shall be 8:00 p.m. on March 31, 2006.

Delaware

PAGE 1

The First State

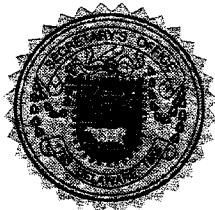
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CALIFORNIA PLASTIC PRODUCTS, INC.", A DELAWARE CORPORATION,
"PERKY-PET PRODUCTS CO.", A DELAWARE CORPORATION,

WITH AND INTO "WOODSTREAM CORPORATION" UNDER THE NAME OF "WOODSTREAM CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF PENNSYLVANIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF MARCH, A.D. 2006, AT 7:24 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 MARCH, A.D. 2006, AT 8 O'CLOCK P.M.

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



4131881 8100M

060281319

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4619728

DATE: 03-24-06

TRADEMARK
REEL: 003323 FRAME: 0747

CERTIFICATE OF OWNERSHIP AND MERGER

OF

PERKY-PET PRODUCTS CO.,
CALIFORNIA PLASTIC PRODUCTS, INC.,
(each, a Delaware corporation)

AND

WOODSTREAM CORPORATION
(a Pennsylvania corporation)

It is hereby certified that:

1. Woodstream Corporation (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Pennsylvania.
2. The Corporation is the owner of all of the issued and outstanding shares of stock of Perky-Pet Products Co. ("Perky-Pet"), which is a business corporation of the State of Delaware.
3. The Corporation is the owner of all of the issued and outstanding shares of stock of California Plastic Products, Inc. ("CPP"), which is a business corporation of the State of Delaware.
4. Section 1921 of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania ("PBCL") permits the merger of a business corporation and/or a limited liability company of another jurisdiction with and into a business corporation of the State of Pennsylvania.
5. Section 253 of the Delaware General Corporation Law ("DGCL") permits a merger of a business corporation of the State of Delaware with and into its parent business corporation of another jurisdiction.
6. The Corporation hereby merges Perky-Pet and CPP with and into the Corporation, with the Corporation being the surviving entity.
7. The effective time of this merger shall be 8:00 p.m. on March 31, 2006.
8. The 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 Perky-Pet or CPP, 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 that a copy of such process shall be mailed by the Secretary of State of the State of Delaware to 69 North Locust Street, Lititz, Pennsylvania, 17543.

11. The following is a true and correct copy of the resolutions adopted on March 20, 2006, by the Board of Directors of the Corporation to merge Perky-Pet and CPP with and into the Corporation:

RESOLVED

That Perky-Pet and CPP, each a wholly-owned subsidiary of the Corporation, be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of each of Perky-Pet and CPP 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 each of Perky-Pet and CPP in its name.

RESOLVED

That this Corporation assume all of the liabilities and obligations of each of Perky-Pet and CPP.

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 Perky-Pet or CPP, 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 that a copy of such process shall be mailed by the Secretary of State of the State of Delaware to 69 North Locust Street, Lititz, Pennsylvania, 17543.

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 Commonwealth of Pennsylvania, and by the laws of any other appropriate jurisdiction.

RESOLVED

That the officers of this Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect said merger.

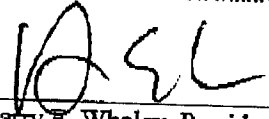
RESOLVED

That the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be 8:00 p.m. on March 31, 2006, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time.

IN WITNESS WHEREOF, said parent corporation has caused this certificate to be executed by an authorized officer this 20th day of March, 2006.

WOODSTREAM CORPORATION

By: _____


Harry E. Whaley, President