

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/15/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Walco International, Inc.		09/15/2006	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	Walco International, Inc.
Street Address:	7 Village Circle, Suite 200
City:	Westlake
State/Country:	TEXAS
Postal Code:	76262
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 81**

Property Type	Number	Word Mark
Registration Number:	3176970	
Registration Number:	2069515	PARAGON
Registration Number:	2129878	TRIPLE HISTAMINE
Registration Number:	2255087	COMEBACK
Registration Number:	2193857	WI WALCO
Registration Number:	1915956	KETA-STHETIC
Registration Number:	1087993	OXY-MYCIN
Registration Number:	1063116	NEOVET
Registration Number:	1064285	SUPRA-SULFA
Registration Number:	1408163	RXV
Registration Number:	1376847	RXV PRODUCTS
Registration Number:	962500	DUO PEN
Registration Number:	969052	VITA-JEC

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Registration Number:	1698740	COCCICOR
Registration Number:	1837664	LUBISEPTOL
Registration Number:	2012726	SUPPRESSOR
Registration Number:	1955002	GOOD START
Registration Number:	2448175	ANEM-X
Registration Number:	3106174	AGRI BLOCK
Registration Number:	2392486	FIRSTCOMPANION
Registration Number:	2453950	ORIGIN
Registration Number:	2456199	EXALT
Registration Number:	2521274	ITA
Registration Number:	2733324	IVERMAX
Registration Number:	2644536	GAUGE
Registration Number:	2655779	AFTER-BIRTH
Registration Number:	2580432	DERMALOG
Registration Number:	2751326	PACESETTER
Registration Number:	2647268	COVERT
Registration Number:	2716602	SCOURVAX
Registration Number:	2730779	TETNI-VAX
Registration Number:	2656711	OTO SOOTHE
Registration Number:	2701501	NASAL-VAX
Registration Number:	2958000	EQUI-MINTIC SPR
Registration Number:	2935544	D/TOX/BESC
Registration Number:	2950022	EQUI-THRUSH
Registration Number:	2892087	ANIMALHEALTHPROS
Registration Number:	2978920	NUTRI-SORB
Registration Number:	2794958	RESIST
Registration Number:	3032803	LINCO-JECT
Registration Number:	2857871	DEXASONE
Registration Number:	2980723	CANINE IMUNO-VAX
Registration Number:	2957103	BP-1
Registration Number:	2906705	BOVI-PLAZ
Registration Number:	3022061	MIRACLE FLX SOLUTION
Registration Number:	3033104	MIRACLE FLX PELLETS
Registration Number:	3033105	MIRACLE HOOF
Registration Number:	3022062	EQUI-DEX APPLE

Registration Number:	3033106	EQUI-DEX CHERRY
Registration Number:	3088524	RE-NU
Registration Number:	3074544	PERFECT-COAT
Registration Number:	2249071	AMERICAN LIVESTOCK SUPPLY
Registration Number:	3146768	JUST LIKE MOM
Registration Number:	3184678	FIRST IMPRESSIONS
Registration Number:	3140682	E-Z TEAR
Registration Number:	3060223	AGRIPHARM
Serial Number:	77025796	STEP 1
Serial Number:	78590051	RESCUE
Serial Number:	78808086	CEFTI-JEC
Serial Number:	78793011	MIRACLE WEIGHT GAIN
Serial Number:	78903908	VETQUI CELL
Serial Number:	78863712	LAST FLIGHT
Serial Number:	78836276	WI WALCO TECHNOLOGIES EXCELLENCE IN ANIMAL MANAGEMENT
Serial Number:	77025884	STEP 2
Serial Number:	78907720	EXILE
Serial Number:	78793141	DIA-ROBE
Serial Number:	78809119	MIRACLE SAND OUT
Serial Number:	78766802	OUTLAST
Serial Number:	77025755	WORM-RID
Serial Number:	78903864	EQUI-SPONGE
Serial Number:	78790013	MASTI-VAX
Serial Number:	78766781	CHORHEXIZOLE
Serial Number:	78861802	MIRACLE SHEEN
Serial Number:	78208459	EXCELLENCE IN ANIMAL HEALTH
Serial Number:	78313745	AMERICAN PET SUPPLY
Serial Number:	78434457	LINCO S 50
Serial Number:	78554368	BOVI FRESH
Serial Number:	78593519	RANCH PACK
Serial Number:	78756274	ANNEXUS
Serial Number:	78836278	NAX-C-FUR
Registration Number:	2058430	EXIT

Fax Number: (410)280-6758  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 4102806608  
Email: llaubscher@laubscherlaw.com  
Correspondent Name: Lawrence E. Laubscher, Jr.  
Address Line 1: 1160 Spa Road, Suite 2B  
Address Line 4: Annapolis, MARYLAND 21403

ATTORNEY DOCKET NUMBER:	24769
NAME OF SUBMITTER:	Lawrence E. Laubscher, Jr.
Signature:	/l/ljr/
Date:	01/09/2007

Total Attachments: 8  
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**CERTIFICATE OF MERGER**

**MERGING**

**Walco International, Inc.**  
a California corporation

**WITH AND INTO**

**Walco International Delaware, Inc.**  
a Delaware corporation

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is **Walco International Delaware, Inc.**, a Delaware corporation, and the name of the corporation being merged into this surviving corporation is **Walco International, Inc.**, a California corporation.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252 of the General Corporation Law of Delaware.

**THIRD:** That the name of the surviving corporation is **Walco International Delaware, Inc.**, a Delaware corporation, which shall change its name to **Walco International, Inc.**

**FOURTH:** The Certificate of Incorporation of **Walco International Delaware, Inc.**, the surviving corporation is set forth in its entirety and attached hereto as **Exhibit A**, and all the terms and provisions thereof are hereby incorporated in this Certificate of Merger and made a part hereof with the same force and effect as if herein set forth in full; and, from and after the effective date of the merger and until further amended as provided by law, said **Exhibit A**, separate and apart from this Certificate of Merger shall be, and may be separately certified as, the Amended and Restated Certificate of Incorporation of the surviving corporation.

**FIFTH:** The authorized stock and par value of the non-Delaware corporation is  
5,000,000 shares of Common Stock, \$1.00 par value per share.

**SIXTH:** The merger is to become effective upon filing.

**SEVENTH:** The Agreement of Merger is on file at 7 Village Circle, Suite 200, Westlake, Texas 76262.

**EIGHTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of the constituent corporations.

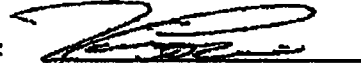
[Signature Page Follows]

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IN WITNESS WHEREOF, Walco International Delaware, Inc. has caused this certificate to be executed by James C. Robison, President, the 15 day of September 2006.

Walco International Delaware, Inc.

By:



James C. Robison  
President

| LIBC/2839153.1

Exhibit A

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
WALCO INTERNATIONAL DELAWARE, INC.

Walco International Delaware, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

- 1: The name of the corporation is Walco International Delaware, Inc. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on September 11, 2006.
2. The board of directors of the Corporation duly adopted a resolution by unanimous written consent pursuant to Sections 141, 242 and 245 of the General Corporation Law of the State of Delaware setting forth the Restated Certificate of Incorporation of the Corporation and declaring said Restated Certificate of Incorporation advisable. The stockholders of the Corporation duly approved said proposed Restated Certificate of Incorporation by written consent in advance with Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware. This Restated Certificate of Incorporation amends and restates the provisions of the present Certificate of Incorporation of the Corporation.
3. Immediately upon filing this Restated Certificate of Incorporation, the text of the present Certificate of Incorporation is hereby amended and restated to read in full as set forth herein:

FIRST: The name of the corporation is Walco International, Inc.

SECOND: Its registered office in the State of Delaware is to be located at 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801, and its registered agent at such address is: THE CORPORATION TRUST COMPANY.

THIRD: The purpose or purposes of the corporation shall be:

To carry on any and all business and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which this corporation is authorized to issue is:

3,000 shares of \$.01 par value common stock.

FIFTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to adopt, amend or repeal the by-laws of the corporation.

SIXTH: Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

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**SEVENTH:** A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after the effective date of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware. No amendment, modification or repeal of this Section shall adversely affect the rights and protection afforded to a director of the corporation under this Section for acts or omissions occurring prior to such amendment, modification or repeal.

**EIGHTH:** The corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and to add or insert other provisions authorized by the laws of the State of Delaware at the time in force, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Section.

**NINTH:** Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

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IN WITNESS WHEREOF, this Restated Certificate of Incorporation has been executed by James C. Robison, the Corporation's duly authorized President this 14 day of September, 2006.

  
James C. Robison  
President

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TRADEMARK  
REEL: 003457 FRAME: 0048

**State of California**  
**Secretary of State**



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 7 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 19 2006

BRUCE McPHERSON  
 Secretary of State

# 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 MERGER, WHICH MERGES:

"WALCO INTERNATIONAL, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "WALCO INTERNATIONAL DELAWARE, INC." UNDER THE NAME OF "WALCO INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 2006, AT 10 O'CLOCK A.M.

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

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

SEP 18 2006



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5048877

DATE: 09-18-06