

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
JFB Investment Corporation		03/20/2007	CORPORATION:

RECEIVING PARTY DATA

Name:	RDB Investments, Inc.
Street Address:	802 Orchard Lane
City:	Beavercreek
State/Country:	OHIO
Postal Code:	45434
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2048244	PET SOLUTIONS

CORRESPONDENCE DATA

Fax Number: (937)449-6792
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 937-434-3647
 Email: kbrumit@porterwright.com
 Correspondent Name: Karen F. Brumit
 Address Line 1: One South Main Street
 Address Line 2: Suite 1600
 Address Line 4: Dayton, OHIO 45402

ATTORNEY DOCKET NUMBER:	1188600-075056
NAME OF SUBMITTER:	Robert J. Morgan
Signature:	/Robert J. Morgan/

CH \$40.00 2048244

Date:

03/20/2007

Total Attachments: 8

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PLAN AND AGREEMENT OF MERGER

**JACK BRENNER INVESTMENTS, INC.
and
J.F.B. INVESTMENT CORPORATION**

into

RDB INVESTMENTS, INC.

THIS PLAN AND AGREEMENT OF MERGER (the "Agreement") dated effective the 31st day of December, 2006, by and between JACK BRENNER INVESTMENTS, INC., an Ohio corporation ("Jack"), J.F.B. INVESTMENT CORPORATION, an Ohio corporation ("J.F.B.") and RDB INVESTMENTS, INC., an Ohio corporation ("RDB").

Recitals

A. Jack is a corporation duly organized and validly existing under the laws of the State of Ohio, having been incorporated on July 31, 1969. J.F.B. is a corporation duly organized and validly existing under the laws of the State of Ohio, having been incorporated on July 31, 1974. RDB is a corporation duly organized and validly existing under the laws of the State of Ohio, having been incorporated on February 18, 1981.

B. The Boards of Directors of the Jack and J.F.B. and RDB (collectively, the "Constituent Companies") deem it to be in the best interests of the Constituent Companies, and their respective shareholders, that Jack and J.F.B. be merged into RDB pursuant to Section 1701.78 of the Ohio Revised Code, and that the transaction qualify as a reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986.

Merger

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth herein, the parties hereby agree as follows:

1. Merger. Jack and J.F.B. shall be merged into RDB, which shall be the surviving corporation.

2. Effective Date of the Merger. This merger shall be effective as of December 31, 2006 (the "Effective Date").

3. Terms of Merger. On the Effective Date, the separate existences of Jack and J.F.B. shall cease, and RDB shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of Jack and J.F.B., without the necessity for any separate transfer.

RDB shall thereafter be responsible and liable for all existing and known liabilities and obligations of Jack and J.F.B., and neither the rights of the creditors nor any liens of the property of Jack and J.F.B. shall be impaired by the merger.

The common shares of Jack, J.F.B. and RDB that are issued and outstanding on the Effective Date are to be converted into shares of RDB according to the following terms:

<u>Old Issued and Outstanding Converted Common Shares</u>	<u>Newly Issued Common Shares</u>	<u>Conversion Ratio of Old to New Common Shares</u>
Jack Brenner Investments, Inc.	RDB Investment, Inc.	3.42466 : 1.00
J.F.B. Investment Corporation	RDB Investment, Inc.	.79366 : 1.00
RDB Investment, Inc.	RDB Investment, Inc.	3.5186 : 1.00

4. Name of Surviving Corporation. The name of the surviving corporation following the merger shall be RDB INVESTMENTS, INC.

5. Articles of Incorporation. The Articles of Incorporation of RDB shall be the Articles of Incorporation of the surviving corporation following the Effective Date.

6. Code of Regulations. The Code of Regulations of RDB shall be the Code of Regulations of the surviving corporation following the Effective Date.

7. Directors and Officers. The Directors of the surviving corporation as of the Effective Date shall be:

[REDACTED] er
[REDACTED]
[REDACTED]

The officers of the surviving corporation as of the Effective Date shall be as follows:

President:
Vice President:
Vice President:
Secretary:
Treasurer:

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

8. Further Actions. Each of the Constituent Companies agrees that it will execute and deliver, or cause to be executed and delivered, at any time and from time to time, all such other instruments or documents and will take all reasonable actions which either of the Constituent Companies may reasonably request to effectuate the provisions and purposes of this Agreement.

9. Consent. The statutory agent for the surviving corporation, upon whom any process, notice or demand against either of the surviving corporation or the disappearing corporation may be served, shall be John F. Brenner III, 802 N. Orchard Lane, Dayton, Ohio 45434. RDB agrees that it may be served with process in the State of Ohio in any proceeding for enforcement of any obligation of Jack and J.F.B., arising from the merger, or pursuant to this merger under Section 1701.78 of the Ohio General Corporation Law, and Jack and J.F.B. hereby irrevocably appoint the Secretary of State

of Ohio as its agent to accept service of process in any such suit or other proceedings and the address to which a copy of such process shall be mailed by the Secretary of State of Ohio is 802 N. Orchard Lane, Dayton, Ohio 45434.

10. Warranties and Representations. Each of the Constituent Companies represents, warrants and covenants to the other that the following representations and warranties are true and correct as of the Effective Date:

(a) It is a corporation duly organized, validly existing and in good standing under the laws of the State of Ohio.

(b) It has all requisite corporate power and authority to own, lease and operate its properties and to carry on its business as is now being conducted.

(c) It at all times has had all required governmental and other licenses, permits, approvals and authorizations necessary to operate its properties and to carry on its business as is now being conducted.

(d) It has full corporate power and authority to execute and deliver this Agreement and to consummate the transactions contemplated hereby. The execution and delivery of this Agreement and the consummation of the transactions contemplated hereby have been duly and validly authorized by its Board of Directors and no other corporate proceedings are necessary to authorize this Agreement or to consummate the transactions contemplated hereby.

11. Limitations on Business Activities. The Constituent Companies agree that from the date hereof to the Effective Date, they will each carry on their businesses diligently and will not take any actions or engage in any transaction which shall be outside of the ordinary course of business as conducted on the date hereof.

12. Notices. Any notice, request, instruction or other document to be given hereunder by any party to another shall be in writing and delivered personally or sent by registered or certified mail, postage prepaid.

13. Amendment. This Agreement may not be amended or modified in whole or in part except by an agreement in writing signed in the same manner as this Agreement after authorization to do so by the Boards of Directors of the parties hereto.

In no event shall any such amendment to this Agreement do any of the following:

(a) Alter or change the amount or kind of Shares, evidences of indebtedness, other securities, cash, rights, or any other property to be received by shareholders of the Constituent Companies in conversions of or in substitution for their Shares;

(b) Alter or change any term of the Articles of Incorporation of the surviving corporation, except for alterations or changes that could otherwise be adopted by the Board of Directors of the surviving corporation;

(c) Alter or change any other terms and conditions of this Agreement if any of the alterations or changes, alone or in the aggregate, would materially adversely affect the holders of any class or series of Shares.

14. Applicable Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Ohio.

15. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have executed this instrument as of the date first written above.

Signed and acknowledged

Lisa Lyon
John F. Brenner III

Lisa Lyon
John F. Brenner III

Lisa Lyon
John F. Brenner III

RDB INVESTMENTS, INC.

By John F. Brenner III
John F. Brenner III, President

JACK BRENNER INVESTMENTS, INC.

By John F. Brenner III
John F. Brenner III
Vice President

J.F.B. INVESTMENT CORPORATION

By John F. Brenner III
John F. Brenner III
Vice President

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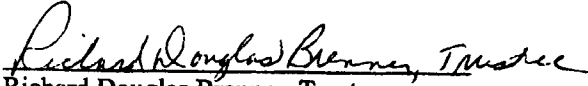
ACTIONS BY UNANIMOUS WRITTEN CONSENT
OF THE SHAREHOLDERS OF
J.F.B. INVESTMENT CORPORATION
IN LIEU OF MEETING

Pursuant to Section 1701.54 of the Ohio Revised Code, the undersigned, being all of the Shareholders of J.F.B. Investment Corporation, do hereby take the following actions by their unanimous written consent in lieu of meeting effective December 31, 2006:

RESOLVED, that the Plan and Agreement of Merger between Jack Brenner Investments, Inc., J.F.B. Investment Corporation, and RDB Investments, Inc., a copy of which is attached hereto as Exhibit A, is hereby approved, ratified and confirmed;

FURTHER RESOLVED, that the Directors of the Corporation are hereby authorized and directed to take any and all actions and execute any and all documents necessary to effectuate the merger of Jack Brenner Investments, Inc. and J.F.B. Investment Corporation into RDB Investments, Inc.

APPROVED, RATIFIED & CONFIRMED:


Richard Douglas Brenner, Trustee


John F. Brenner III, Trustee