

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/27/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Aspen Pet Products, Inc.		06/25/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Aspen Pet Products Holdings, Inc.
Street Address:	4735 N. Florence Street
City:	Denver
State/Country:	COLORADO
Postal Code:	80238
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 60

Property Type	Number	Word Mark
Serial Number:	74064945	CRAZY CIRCLE
Serial Number:	74133633	ULTRA CLUMP
Serial Number:	74176542	VOLCANITE
Serial Number:	74239264	BOODABOX
Serial Number:	74354791	BOODA BONE
Serial Number:	74439647	LOOK
Serial Number:	74675015	BALL A BOUT
Serial Number:	75173934	ASPEN PET
Serial Number:	75483659	BOODA
Serial Number:	75554802	FRESH 'N FLOSS
Serial Number:	76144665	WALKABOUT
Serial Number:	76229911	EASYTURN
Serial Number:	76230065	BOODA DOME

CH \$1515.00 74064945

Serial Number:	76242783	CIDER MILL
Serial Number:	76242796	WAY TO GO!
Serial Number:	76242848	CIDER MILL
Serial Number:	76355555	QUIRKIES
Serial Number:	76365184	DOUBLE CHEW
Serial Number:	76384492	SQUATTERS
Serial Number:	77009303	DAZZLING DOGGIE
Serial Number:	77059922	TANK CRASHERS
Serial Number:	77071899	GO GET IT!
Serial Number:	77075852	SWIFTScoop
Serial Number:	77130659	CATTLEMEN'S BEST
Serial Number:	77157548	CRINKLE CRITTERS
Serial Number:	77265277	BOODA BONE
Serial Number:	77276657	BOODA
Serial Number:	77310100	ARCTIC BONE
Serial Number:	77310108	ARCTIC POP
Serial Number:	77367943	BOODASTRINGERZ
Serial Number:	77408409	CATZILLA
Serial Number:	77408904	TAKE TWO!
Serial Number:	77474444	DOGZILLA
Serial Number:	77549707	PETZILLA
Serial Number:	77681464	PUPZILLA
Serial Number:	78209082	HANDCRAFTED WITH USA HIDES SINCE 1963
Serial Number:	78302968	SMACKLEPUFFS
Serial Number:	78343761	KITTY KLEAN
Serial Number:	78368969	NUMMIES
Serial Number:	78471127	GOOGLES
Serial Number:	78496506	ORIGINAL VELVET
Serial Number:	78496509	VELVET BIMPLE
Serial Number:	78496513	VELVET CASHMERE
Serial Number:	78496516	VELVET DENTAL BRITE
Serial Number:	78496517	VELVET FRESH 'N BRITE
Serial Number:	78496523	VELVET GNARLY
Serial Number:	78496528	VELVET KNOBBY
Serial Number:	78545406	TURBODISC

TRADEMARK
REEL: 004023 FRAME: 0666

Serial Number:	78630356	SMARTPADS
Serial Number:	78630393	TRIPLE PLAY
Serial Number:	78630411	DINO DOTS
Serial Number:	78650898	MIGHTY LINK
Serial Number:	78669649	COMFORT CHAIN
Serial Number:	78669700	DOGGONE SONGS
Serial Number:	78735593	TUFF PLUSH
Serial Number:	78797210	THE REEF
Serial Number:	78853291	DOGZILLA
Serial Number:	78915987	STAY!
Serial Number:	78947456	ASPEN GOLD
Serial Number:	78948127	EASY HITCH

CORRESPONDENCE DATA

Fax Number: (303)629-3450
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 303-629-3400
Email: johnson.marilyn@dorsey.com
Correspondent Name: Dorsey & Whitney LLP
Address Line 1: 370 Seventeenth Street, Suite 4700
Address Line 2: IP Department
Address Line 4: Denver, COLORADO 80202-5647

ATTORNEY DOCKET NUMBER:	M13291US ~ 455059-302
NAME OF SUBMITTER:	Charlene M. Krogh
Signature:	/CMK 2112/
Date:	07/14/2009

Total Attachments: 3
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Delaware

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The First State

I, JEFFREY W. BULLOCK, 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:

"ASPEN PET PRODUCTS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ASPEN PET PRODUCTS HOLDINGS, INC." UNDER THE NAME OF "ASPEN PET PRODUCTS HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF JUNE, A.D. 2009, AT 5:20 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2009.

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

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7390414

DATE: 06-29-09

TRADEMARK
REEL: 004023 FRAME: 0668

**CERTIFICATE OF MERGER
OF
ASPEN PET PRODUCTS, INC.
INTO
ASPEN PET PRODUCTS HOLDINGS, INC.**

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the name and state of formation of each of the constituent entities of the merger is as follows:

<u>Name</u>	<u>State of Formation</u>
Aspen Pet Products, Inc.	Delaware
Aspen Pet Products Holdings, Inc.	Delaware

SECOND: That an Agreement of Merger (the "Merger Agreement"), by and between Aspen Pet Products, Inc. and Aspen Pet Products Holdings, Inc. has been approved, adopted, certified, executed and acknowledged by each of the entities in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware and the governing documents of the constituent entities.

THIRD: That the name of the surviving corporation of the merger is Aspen Pet Products Holdings, Inc. (the "Surviving Corporation"). The certificate of incorporation of the Surviving Corporation shall be its certificate of incorporation.

FOURTH: Notwithstanding the date that this Certificate of Merger is accepted for filing with the Secretary of State of the State of Delaware, this Certificate of Merger shall be effective on June 27, 2009.

FIFTH: That the executed Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 4209 Barnett, Building A, Arlington, Texas 76017.

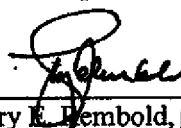
SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of the constituent corporations.

[Signature page follows.]

IN WITNESS WHEREOF, Aspen Pet Products, Inc. has caused this Certificate of Merger to be signed by its authorized officer this 25th day of June, 2009

ASPEN PET PRODUCTS, INC.
a Delaware corporation

By:


Larry E. Pembold, Chief Executive Officer