

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/12/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BrightHeart Holdings, LLC		07/12/2011	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	VCA Animal Hospitals, Inc.
Street Address:	12401 West Olympic Boulevard
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90064
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	3531570	BRIGHTHEART
Registration Number:	3528086	HIGHEST STANDARDS. EXCEPTIONAL CARE. HEALTHIER PETS.
Serial Number:	77063246	BRIGHTHEART VETERINARY CENTERS
Registration Number:	3531572	
Registration Number:	3484432	SOUTHPAWS

CORRESPONDENCE DATA

Fax Number: (310)571-6819
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 3105716793
 Email: steve.speredelozzi@vcaantech.com
 Correspondent Name: Stephen Speredelozzi
 Address Line 1: c/o VCA Antech, Inc.
 Address Line 2: 12401 West Olympic Boulevard

900201157

**TRADEMARK
 REEL: 004614 FRAME: 0983**

OP \$140.00 3531570

Address Line 4: Los Angeles, CALIFORNIA 90064

NAME OF SUBMITTER:

Stephen J. Speredelozzi

Signature:

/SJS/

Date:

08/31/2011

Total Attachments: 4

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Delaware

PAGE 1

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:

"BRIGHTHEART HOLDINGS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"BRIGHTHEART III, LLC", A DELAWARE LIMITED LIABILITY COMPANY,


"BRIGHTHEART I, LLC", A DELAWARE LIMITED LIABILITY COMPANY,
"BRIGHTHEART VII, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"BRIGHTHEART VI, LLC", A DELAWARE LIMITED LIABILITY COMPANY,
"BRIGHTHEART V, LLC", A DELAWARE LIMITED LIABILITY COMPANY,
WITH AND INTO "VCA ANIMAL HOSPITALS, INC." UNDER THE NAME OF "VCA ANIMAL HOSPITALS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF JULY, A.D. 2011, AT 8:30 O'CLOCK A.M.

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110810410




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8894413

DATE: 07-12-11

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

TRADEMARK
REEL: 004614 FRAME: 0985

**CERTIFICATE OF MERGER OF
BRIGHTHEART HOLDINGS, LLC
BRIGHTHEART I, LLC
BRIGHTHEART III, LLC
BRIGHTHEART V, LLC
BRIGHTHEART VI, LLC
BRIGHTHEART VII, LLC
INTO
VCA ANIMAL HOSPITALS, INC.**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of each constituent entity is VCA Animal Hospitals, Inc., a California corporation (“Surviving Entity”), and each of:

BrightHeart Holdings, LLC, a Delaware limited liability company,

BrightHeart I, LLC, a Delaware limited liability company,

BrightHeart III, LLC, a Delaware limited liability company,

BrightHeart V, LLC, a Delaware limited liability company,

BrightHeart VI, LLC, a Delaware limited liability company, and

BrightHeart VII, LLC, a Delaware limited liability company, (collectively, the “Merging Entities”).

SECOND: An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 6, Section 18-209(b).

THIRD: The name of the Surviving Entity is VCA Animal Hospitals, Inc., a California corporation.

FOURTH: The Articles of Incorporation of the Surviving Entity shall be its Articles of Incorporation.

FIFTH: The merger is to become effective upon the filing of this Certificate of Merger.

SIXTH: The Agreement of Merger is on file at 12401 West Olympic Boulevard, Los Angeles, CA 90064-1022, the place of business of the Surviving Entity.

SEVENTH: A copy of the Agreement of Merger will be furnished by the Surviving Entity on request, without cost, to any holder of ownership interests of the constituent entities.

EIGHT: The Surviving Entity agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Surviving Entity arising from this merger, including any suit or other proceeding to enforce the rights of any holders of ownership interests as determined in appraisal proceedings pursuant to the provisions of Section 18-210 of the Delaware Limited Liability Company Act, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at:

12401 West Olympic Boulevard
Los Angeles, CA 90064-1022

[Signature page follows]

IN WITNESS WHEREOF, said surviving entity has caused this certificate to be signed
by an authorized officer, the 12 day of July, 2011.

VCA ANIMAL HOSPITALS, INC.



By:

Name: Neil Tauber

Title: Senior Vice President & Assistant
Secretary