

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM310650

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/03/2014

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
J.W. PET COMPANY, INC.		07/03/2014	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA

Name:	DOSKOCIL MANUFACTURING COMPANY, INC.
Street Address:	2300 E. RANDOL MILL ROAD
City:	ARLINGTON
State/Country:	TEXAS
Postal Code:	76011
Entity Type:	CORPORATION: TEXAS

PROPERTY NUMBERS Total: 34

Property Type	Number	Word Mark
Registration Number:	4392312	JW
Registration Number:	4392311	JW
Registration Number:	4332940	PROTEN
Registration Number:	2814228	ACTIVITOYS
Registration Number:	3386136	ANCHOR BUBBLER
Registration Number:	3458976	ANCHOR STONE
Registration Number:	4208738	ARACHNOID
Registration Number:	3274114	CATACTION
Registration Number:	3972390	CHOMPION
Registration Number:	4269673	CRACKLE HEADS
Registration Number:	3188146	CUZ
Registration Number:	3103848	DOGS IN ACTION
Registration Number:	4433911	EVERTUFF
Registration Number:	3600051	FUSION
Registration Number:	3719033	FUSION
Registration Number:	2580907	GRIPSOFT
Registration Number:	2599114	HOL-EE ROLLER
Registration Number:	2867825	INSIGHT

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4061622	INTELLIGENT IDEAS. HAPPY PETS.
Registration Number:	3103847	INVINCIBLE CHAINS
Registration Number:	3332384	ISQUEAK
Registration Number:	2808504	JW
Registration Number:	2808505	JW
Registration Number:	3552484	JW
Registration Number:	2201919	J.W. PET COMPANY
Registration Number:	3684239	MADE FROM SUPER TOUGH MEGALASTOMER
Registration Number:	3684238	MEGALAST
Registration Number:	4259203	PETVILLE
Registration Number:	3206279	RUFFIANS
Registration Number:	2344203	SKID STOP
Serial Number:	85673238	HOL-EE
Serial Number:	86194021	
Serial Number:	86112619	JW
Serial Number:	86112629	JW

CORRESPONDENCE DATA

Fax Number: 4125666099

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 4125666000

Email: ipmail@eckertseamans.com

Correspondent Name: ECKERT SEAMANS CHERIN & MELLOTT, LLC

Address Line 1: 600 GRANT STREET

Address Line 2: 44TH FLOOR

Address Line 4: PITTSBURGH, PENNSYLVANIA 15219

ATTORNEY DOCKET NUMBER:	303208-01343
NAME OF SUBMITTER:	David V. Radack
SIGNATURE:	/David V. Radack/
DATE SIGNED:	07/15/2014

Total Attachments: 11

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TRADEMARK

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Nandita Berry
Secretary of State

Office of the Secretary of State

July 11, 2014

Attn: KATHY

CT Corporation System
701 Brazos, Ste. 720
Austin, TX 78701 USA

RE:

DOSKOCIL MANUFACTURING COMPANY, INC. (File Number: 24780500)

It has been our pleasure to approve and place on record the filing instrument effecting a merger. The appropriate evidence of filing is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division

Enclosure



Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

J.W. Pet Company, Inc.
Foreign For-Profit Corporation
New Jersey, USA
[Entity not of Record, Filing Number Not Available]

Into

DOSKOCIL MANUFACTURING COMPANY, INC.
Domestic For-Profit Corporation
[File Number: 24780500]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 07/10/2014

Effective: 07/10/2014



NANDITA BERRY

Nandita Berry
Secretary of State

Form 623
(Revised 05/11)
 Return in duplicate to:
 Secretary of State
 P.O. Box 13697
 Austin, TX 78711-3697
 512 463-5555
 FAX: 512 463-5709
Filing Fee: see instructions



**Parent-Subsidiary
 Certificate of Merger
 Business Organizations Code**

This space reserved for Office use.
 In the Office of the
 Secretary of State of Texas

JUL 10 2014
Corporations Section

Parties to the Merger

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, and state of incorporation or organization, and file number, if any, issued by the secretary of state for the parent and subsidiary organization(s) are as follows:

Parent

Doskocil Manufacturing Company, Inc.
 Name of Organization
 The organization is a for profit corporation It is organized under the laws of
Specify organizational form (e.g., for-profit corporation)
Texas USA The file number, if any, is 0024780500
State Country Texas Secretary of State file number
 If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country

Subsidiary 1

J.W. Pet Company, Inc.
 Name of Organization
 The organization is a for profit corporation It is organized under the laws of:
Specify organizational form (e.g., for-profit corporation)
New Jersey USA The file number, if any, is _____
State Country Texas Secretary of State file number
 If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

25 Main Street Hackensack NJ USA
Street Address City State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding	Class	Series	Number owned by parent	Percentage Owned
100	Common	A Voting	100	100%
930	Common	B NonVoting	930	100%

The organization will survive the merger. The organization will not survive the merger.

Subsidiary 2

Name of Organization
 The organization is a: _____ It is organized under the laws of:
Specify organizational form (e.g., for-profit corporation)

The file number, if any, is: _____
State Country Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned

The organization will survive the merger. The organization will not survive the merger.

Subsidiary 3

Name of Organization _____

The organization is a: _____ It is organized under the laws of: _____
Specify organizational form (e.g., for-profit corporation)

_____ The file number, if any, is: _____
State Country Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned

The organization will survive the merger. The organization will not survive the merger.

Resolution of Merger

A copy of the resolution of merger is attached.

The attached resolution was adopted and approved by the governing authority of the parent organization as required by the laws of its jurisdiction of formation and by its governing documents.

The resolution was adopted by the parent organization on 07/03/2014
mm/dd/yyyy

Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the resolution of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

Name of New Organization 1 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 2 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 3 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip

Effectiveness of Filing (Select either A, B, or C.)

- A. [X] This document becomes effective when the document is accepted and filed by the secretary of state.
B. [] This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is:
C. [] This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is:
The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate

- [] Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
[X] In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the parent organization, to execute the filing instrument.

Date: July 3, 2014

Doskocil Manufacturing Company, Inc. Parent Organization Name

Signature of Authorized Person (see instructions)

Paul H. Peterson, Secretary Printed or typed name of authorized person

**JOINT WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
AND SOLE SHAREHOLDER OF
DOSKOCIL MANUFACTURING COMPANY, INC.**

The undersigned, being all of the members of the board of directors (the "**Board**") and the sole shareholder (the "**Shareholder**") of Doskocil Manufacturing Company, Inc., a Texas corporation (the "**Corporation**"), do hereby waive the holding of a meeting, and notice thereof, and consent to and adopt the following resolutions by written consent pursuant to the provisions of Section 21.415 and 6.201 of the Business Organizations Code of the State of Texas, as amended (the "**Code**"), effective as of July 3, 2014:

I. APPROVAL OF MERGER

WHEREAS, the Corporation desires to effect a short-form merger of its wholly-owned subsidiary, J.W. Pet Company, Inc., a New Jersey corporation, with and into it, whereby the Corporation shall be the surviving entity (the "**Merger**"), pursuant to Section 10.006 of the Code and N.J.S.A. Section 14A of the New Jersey Statutes, as amended, in each case, as applicable;

WHEREAS, the Board and the Shareholder have determined that the consummation and performance of the Merger are desirable and in the best interests of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Merger presented to and heretofore reviewed by the Board and the Shareholder be, and it hereby is, approved and authorized, and in connection therewith, that any officer of the Corporation (each, a "**Designated Officer**" and together, the "**Designated Officers**"), be, and hereby is, authorized, empowered and directed to execute and deliver, on behalf of the Corporation, a certificate of merger (the "**Certificate of Merger**"), in substantially the form previously presented to and heretofore reviewed by the Board and the Shareholder, together with such changes, additions and omissions thereto as the Board and the Shareholder shall approve, such approval to be evidenced conclusively by the Designated Officer's execution and delivery of the Certificate of Merger for filing with the Secretary of State of the State of Texas, and the State of New Jersey, as applicable, and such other states as necessary and required, and such changes, additions and omissions are hereby further authorized and approved;

FURTHER RESOLVED, that any Designated Officer be, and hereby is, authorized, empowered and directed to do all such acts and things, and to execute and deliver on behalf of the Corporation any and all other documents, certificates and instruments any Designated Officer deems necessary or advisable to consummate the Merger, including, but not limited to, the filing of the Certificate of Merger and these resolutions with each of the Secretary of State of the State of Texas, and the State of New Jersey, as applicable.

II. GENERAL AUTHORITY

RESOLVED, that any and all action heretofore taken by any Designated Officer within the terms of any of the foregoing resolutions is hereby ratified and confirmed as the act and deed of the Corporation;

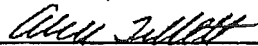
FURTHER RESOLVED, that the Board be, and hereby is, authorized, empowered and directed to take such other action as may be necessary or advisable to carry out the intent and purposes expressed in the foregoing resolutions;

FURTHER RESOLVED, that this written consent, as executed by the undersigned, may be transmitted by facsimile machine, portable document format (.pdf) or any other electronic means and shall be treated in all manners and respects as an original document and an original signature; and

FURTHER RESOLVED, that this written consent may be executed in counterparts, all such executed counterparts together shall constitute one instrument.

[Remainder of this page intentionally left blank. Signature page follows.]

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board and the sole Shareholder of the Corporation, have executed this written consent as of the date first set forth above.



Alice Tillett

Paul H. Peterson

Being all of the members of the Board

PETMATE HOLDINGS CO.,
a Delaware corporation

By: _____
Name: Paul H. Peterson
Its: Secretary

Being the sole shareholder of the Corporation

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board and the sole Shareholder of the Corporation, have executed this written consent as of the date first set forth above.

Alice Fillett

Paul Peterson
Paul H. Peterson

Being all of the members of the Board

PETMATE HOLDINGS CO.,
a Delaware corporation

By: Paul Peterson
Name: Paul H. Peterson
Its: Secretary

Being the sole shareholder of the Corporation

JW PET - ACTIVE U.S. TRADEMARKS

Country	Mark	Application #	File Date	Registration #	Registration Date	Status
UNITED STATES	JW LOGO (EXPANSION)	85/847,756	2/12/2013	4,392,312	8/27/2013	REGISTERED
UNITED STATES	JW WORD MARK (EXPANSION)	85/847,660	2/12/2013	4,392,311	8/27/2013	REGISTERED
UNITED STATES	HOL-EE	85/673,238	7/10/2012			ALLOWED
UNITED STATES	PROTEN	85/664,293	6/28/2012	4,332,940	5/7/2013	REGISTERED
UNITED STATES	ACTIVITOYS	78/160,301	9/3/2002	2,814,228	2/10/2004	REGISTERED
UNITED STATES	ANCHOR BUBBLER	77/125,919	3/8/2007	3,386,136	2/19/2008	REGISTERED
UNITED STATES	ANCHOR STONE	77/125,946	3/8/2007	3,458,976	7/1/2008	REGISTERED
UNITED STATES	ARACHNOID	85/372,811	7/15/2011	4,208,738	9/18/2012	REGISTERED
UNITED STATES	CATACTION	77/082,112	1/12/2007	3,274,114	8/7/2007	REGISTERED
UNITED STATES	CHOMPION	77/883,633	12/1/2009	3,972,390	6/7/2011	REGISTERED
UNITED STATES	CRACKLE HEADS	85/527,044	1/27/2012	4,269,673	1/1/2013	REGISTERED
UNITED STATES	CUZ	78/606,232	4/11/2005	3,188,146	12/19/2006	REGISTERED
UNITED STATES	DOGS IN ACTION	78/658,090	6/24/2005	3,103,848	6/13/2006	REGISTERED
UNITED STATES	EVERTUFF	85/815,623	1/4/2013	4,433,911	11/12/2013	REGISTERED
UNITED STATES	FUSION	77/976,577	5/30/2007	3,600,051	3/31/2009	REGISTERED
UNITED STATES	FUSION	77/193,254	5/30/2007	3,719,033	12/1/2009	REGISTERED
UNITED STATES	GRIPSOFT	76/050,444	5/17/2000	2,580,907	6/18/2002	REGISTERED
UNITED STATES	HOL-EE ROLLER	76/161,484	11/7/2000	2,599,114	7/23/2002	REGISTERED
UNITED STATES	INSIGHT	78/160,292	9/3/2002	2,867,825	7/27/2004	REGISTERED
UNITED STATES	INTELLIGENT IDEAS. HAPPY PETS.	85/975,643	7/29/2010	4,061,622	11/22/2011	REGISTERED
UNITED STATES	INVINCIBLE CHAINS	78/658,084	6/24/2005	3,103,847	6/13/2006	REGISTERED
UNITED STATES	ISQUEAK	78/852,750	4/3/2006	3,332,384	11/6/2007	REGISTERED
UNITED STATES	JW	78/143,951	7/15/2002	2,808,504	1/27/2004	REGISTERED
UNITED STATES	JW & Design	78/143,953	7/15/2002	2,808,505	1/27/2004	REGISTERED
UNITED STATES	JW (w/paw print and circle design)	77/023,957	10/18/2006	3,552,484	12/30/2008	REGISTERED
UNITED STATES	J.W. PET COMPANY	75/176,344	10/3/1996	2,201,919	11/3/1998	REGISTERED
UNITED STATES	MADE FROM SUPER TOUGH MEGALASTOMER	77/555,620	8/26/2008	3,684,239	9/15/2009	REGISTERED
UNITED STATES	MEGALAST	77/555,564	8/26/2008	3,684,238	9/15/2009	REGISTERED
UNITED STATES	PETVILLE	85/552,415	2/24/2012	4,259,203	12/11/2012	REGISTERED

Country	Mark	Application #	File Date	Registration #	Registration Date	Status
UNITED STATES	RUFFIANS	78/873,557	5/1/2006	3,206,279	2/6/2007	REGISTERED
UNITED STATES	SKID STOP	75/606,974	12/17/1998	2,344,203	4/18/2000	REGISTERED
UNITED STATES	HOLEE ROLLER PRODUCT CONFIGURATION	86/194,021	2/14/2014			PENDING
UNITED STATES	JW Logo (GROOMING EXPANSION)	86/112,619	11/7/2013			ALLOWED
UNITED STATES	JW (WORD MARK) (GROOMING EXPANSION)	86/112,629	11/7/2013			ALLOWED