

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/15/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Doane Pet Care Company		07/12/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Mars Petcare US, Inc.
Street Address:	315 Cool Springs Boulevard
City:	Franklin
State/Country:	TENNESSEE
Postal Code:	37067
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 47

Property Type	Number	Word Mark
Serial Number:	78795844	ASURE
Serial Number:	77178333	DINNER BELL
Serial Number:	78606174	WHOLESOME GOURMET
Serial Number:	78606203	WHOLESOME HARVEST
Registration Number:	2815161	BARK N BAC'N
Registration Number:	1402410	BONKERS
Registration Number:	1119773	BOW WOW
Registration Number:	1088868	BOW WOW DOG FOOD BITE SIZE
Registration Number:	1952933	CANINE PRINCIPLE
Registration Number:	1149458	CHOICE CHUNKS
Registration Number:	1697061	CHOICE STARS
Registration Number:	1993173	COUNTRY PRIME
Registration Number:	3119320	DAILY SMART BITES

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Registration Number:	2615641	DOANE
Registration Number:	2693609	DOANE PET CARE
Registration Number:	0732806	DOGBURGER
Registration Number:	2178406	FELINE PRINCIPLE
Registration Number:	2759548	FIELD & SHOW
Registration Number:	1089841	FIELD FORMULA
Registration Number:	2442667	FRIEND'S BEST
Registration Number:	1474393	G. WHISKERS
Registration Number:	1555992	G. WHISKERS
Registration Number:	2236496	GAINER
Registration Number:	2473186	
Registration Number:	0641332	HUBBARD
Registration Number:	0790450	JAZZ
Registration Number:	2162188	KENNEL KRUNCHER
Registration Number:	2353011	KITTY KREAM
Registration Number:	1740076	KRISPY KRUMBLES
Registration Number:	2815160	LAMB FLAVORED CHOMPS
Registration Number:	1990382	MAIN SOURCE
Registration Number:	1094125	MEATY MEAL
Registration Number:	2222943	NET PROFIT
Registration Number:	3251073	PET LOVERS
Registration Number:	1735124	PROMARK
Registration Number:	2584932	SIR JOHN'S
Registration Number:	2567142	SIR JOHN'S DOG FOOD
Registration Number:	3330768	SMART BITES
Registration Number:	2817428	SPECIAL T'S
Registration Number:	0979519	SPORTSMAN
Serial Number:	78401641	TRAIL BLAZER
Registration Number:	1840056	TRAIL MASTER
Registration Number:	3248345	ULTIMATE BALANCE
Registration Number:	1471570	
Registration Number:	0621407	HUBBARD
Serial Number:	77354830	NUTRICARE
Registration Number:	2653151	NUTRICARE

CORRESPONDENCE DATA

Fax Number: (202)857-6395

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 202.857.6000

Email: tmddocket@arentfox.com

Correspondent Name: Cristina A. Carvalho

Address Line 1: 1050 Connecticut Avenue, NW

Address Line 2: TM Docket

Address Line 4: Washington, DISTRICT OF COLUMBIA 20036

NAME OF SUBMITTER:	Cristina A. Carvalho
Signature:	/cac/
Date:	07/21/2008

Total Attachments: 3

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Delaware

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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:

"DOANE PET CARE ENTERPRISES, INC.", A DELAWARE CORPORATION, WITH AND INTO "DOANE PET CARE COMPANY" UNDER THE NAME OF "MARS PETCARE US, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF JULY, A.D. 2007, AT 1:59 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIFTEENTH DAY OF JULY, A.D. 2007.

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

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5840658

DATE: 07-13-07

TRADEMARK
REEL: 003819 FRAME: 0383

CERTIFICATE OF MERGER
OF
DOANE PET CARE ENTERPRISES, INC.
(a Delaware corporation)
INTO
DOANE PET CARE COMPANY
(a Delaware corporation)

Pursuant to Sections 228 and 251 of the Delaware General Corporation Law, (the "DGCL"), Doane Pet Care Company, a Delaware corporation ("Subsidiary"), hereby certifies to the following information relating to the merger (the "Merger") of Doane Pet Care Enterprises, Inc., a Delaware corporation ("Parent") with and into Subsidiary, pursuant to the Agreement and Plan of Merger, dated as of July 12, 2007 (as amended, restated or otherwise modified from time to time, the "Merger Agreement"):

1. The names and states of incorporation of the Parent and Subsidiary, which are the constituent corporations in the Merger (the "Constituent Corporations"), are:

<u>Name</u>	<u>State</u>
Doane Pet Care Enterprises, Inc.....	Delaware
Doane Pet Care Company	Delaware

2. The Merger Agreement has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the DGCL.

3. The name of the surviving corporation will be Mars Petcare US, Inc. (the "Surviving Corporation").

4. Pursuant to the Merger Agreement, the Certificate of Incorporation of the Subsidiary as in effect immediately prior to the Merger shall be amended as follows and, as so amended, shall be the Certificate of Incorporation of the Surviving Corporation:

"FIRST: The name of the Corporation is Mars Petcare US, Inc."

5. The executed Merger Agreement is on file at the office of the Surviving Corporation located at 6885 Elm Street, McLean, Virginia, a copy of which will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any of the Constituent Corporations.

6. The Merger shall become effective as of July 15, 2007.

Dated as of July 12, 2007.

[Signature Page Follows.]

IN WITNESS WHEREOF, this Certificate of Merger has been executed by the Surviving Corporation as of the date first written above.

DOANE PET CARE COMPANY

By: *EW O. Kollar*
Name: Ellen O. Kollar
Title: General Counsel, North America
+ Assistant Secretary