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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 23-04 Dingo Brand, LLC
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other Hawaii limited liability company
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: United Pet Group, Inc.
Internal Address:
Street Address: 463 Ohio Pike, Suite 303
City: Cincinnati State: OH Zip: 45255
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State Delaware
Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: 01/01/2004

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76/539244
B. Trademark Registration No.(s) 2360442 2628064
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Miriam J. Rovner
Internal Address: Senior Trademark Paralegal
Goodwin Procter LLP
Exchange Place
Street Address: 53 State Street
City: Boston State: MA Zip: 02109-2881

6. Total number of applications and registrations involved: 3
7. Total fee (37 CFR 3.41) \$ 90.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 07-1700

DO NOT USE THIS SPACE

9. Signature.
Rachelle A. Kagan February, 2004
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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TRADEMARK REEL: 002913 FRAME: 0347

TRADEMARK ASSIGNMENT AGREEMENT

This Agreement is effective as of January 1, 2004 by and between Dingo Brand, LLC, a Hawaii limited liability company, hereinafter "Assignor," and United Pet Group, Inc., a Delaware corporation, hereinafter "Assignee."

WHEREAS, the parties have entered into an Asset Purchase Agreement, dated as of January 1, 2004, pursuant to which Assignee is acquiring substantially all of Assignor's assets, including but not limited to certain U.S. trademarks that Assignor has adopted and used in connection with its business.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor do hereby sell, assign, transfer, and set over to Assignee all right, title, and interest in and to the following trademarks and an application for trademark, together with goodwill symbolized thereby:

<u>Registration No.</u>	<u>Trademark</u>	<u>Registration Date</u>
2360442	DINGO	June 20, 2000
2628064	DINGO BRAND	July 9, 2002
<u>Application Serial No.</u>	<u>Trademark</u>	<u>Filing Date</u>
76539244	DINGO TRIM	August 22, 2003

Assignor does also hereby assign, sell, transfer, and set over unto Assignee all claims for damages for reason of past infringement of the above-listed trademarks, as well as the right to sue for and collect the same for its own use and enjoyment.

Assignor further authorizes the Director of the United States Patent & Trademark Office and any official of any country or countries foreign to the United States whose duty it is to record trademark registrations, applications, and title thereto to (i) register any trademark granted for the above-listed application for trademark in the name of the above-named Assignee, its successors, legal representatives, and assigns and (ii) record the above-listed trademarks and title thereto as the property of the Assignee, its successors, legal representatives, and assigns in accordance with the terms of this instrument.

EXECUTED BY ASSIGNOR:

DINGO BRAND, LLC

By: _____



LES SHERRILL

Name and Title

CEO