FORM PTO-1618A PTO-1618A PTO-1618A PTO-1618A

08-13-1999



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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10. The Commissioner of Facility and Trademarks.	Please record the attached original document(s) or copy(ies).				
Submission Type	Conveyance Type				
X New	X Assignment License				
Resubmission (Non-Recordation)	Security Agreement Nunc Pro Tunc Assignment				
Document ID #	Effective Date Merger Month Day Year				
Reel # Frame #					
Corrective Document Change of Name					
Reel # Frame #	Other				
Conveying Party	Mark if additional names of conveying parties attached Execution Date Month Day Year				
Name William Underwood Compa	ny 03 09 99				
Formerly					
Individual General Partnership	Limited Partnership X Corporation Association				
	Corporation Association				
Other					
Citizenship/State of Incorporation/Organization Massachusetts					
Receiving Party Mark if additional names of receiving parties attached					
Name Pet Incorporated					
DBA/AKA/TA					
DBA/AKA/TA					
DBA/AKA/TA Composed of					
Composed of Address (line 1) 200 South 6th Street Address (line 2)	Minnesota 55402				
Composed of Address (line 1) 200 South 6th Street Address (line 2) Minneapolis City	Minnesota State/Country Zip Code Limited Partnership				
Composed of Address (line 1) 200 South 6th Street Address (line 2) Minneapolis City Individual General Partnership	State/Country Zip Code Limited Partnership If document to be recorded is an assignment and the receiving party is				
Composed of Address (line 1) 200 South 6th Street Address (line 2) Minneapolis City	State/Country Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic				
Composed of Address (line 1) 200 South 6th Street Address (line 2) Minneapolis City Individual General Partnership	State/Country Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate				
Composed of Address (line 1) 200 South 6th Street Address (line 2) Minneapolis City Individual General Partnership X Corporation Association	State/Country Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)				

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Petent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0451-0227), Washington, D.C. 20593. See OMB Information Collection Budget Package 0451-0027, Petent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) Information to: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

MEGENVEN				
FORM PTO-1618B Expires 06/30/99 OMB 0651-0027 Page 2 AUG 6 TRADEMARK	7			
Domestic Representative Name and Address Enter for the first Receiving Party only.				
Name]			
Address (line 1)]			
Address (line 2)]			
Address (line 3)]			
Address (line 4)	7			
Correspondent Name and Address Area Code and Telephone Number]			
Name Ruth M Meger]			
Address (line 1) 200 South Sixth Street]			
Address (line 2) Minneapolis, Minnesota 55402-1646				
Address (line 3)]			
Address (line 4)]			
Pages Enter the total number of pages of the attached conveyance document including any attachments.]			
Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached				
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).				
Trademark Application Number(s) Registration Number(s)				
71,412 799,190				
554,096 4,127,355				
684,167 1,128,398				
Number of Properties Enter the total number of properties involved. # (q				
Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 165.00				
Method of Payment: Enclosed Deposit Account Deposit Account				
(Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: # 16-1797				
Authorization to charge additional fees: Yes No No				
Statement and Signature				
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as				
indicated herein. Ruth Mull Ruth Meder 7/30/99				
Name of Person Signing Signature Date Signed				

FORM PTO-1618A Expires 06/30/99 OMB 0651-0027



U.S. Department of Commerce Patent and Trademark Office TRADEMARK

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).					
Submission Type	Conveyance Type				
X New	X Assignment License				
•	Kasignineik Literiae				
Resubmission (Non-Recordation)	Security Agreement Nunc Pro Tunc Assignment				
Document ID #	Effective Date				
Correction of PTO Error Month Day Year					
Reel # Frame # Corrective Document	Change of Name				
Reel # Frame #	Other				
Conveying Party					
Conveying Party	Mark if additional names of conveying parties attached Execution Date Month Day Year				
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Formerly					
Individual General Partnership	Limited Partnership X Corporation Association				
Other					
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Receiving Party Mark if additional names of receiving parties attached					
Name Pet Incorporated					
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ASSIGNMENT OF TRADEMARKS

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, William Underwood Company, a Massachusetts voluntary association located at 200 S. 6th Street, Minneapolis, Minnesota 55402 ("Seller") does hereby assign and transfer unto Pet Incorporated, a corporation organized under the laws of the State of Delaware located at 200 S. 6th Street, Minneapolis, Minnesota ("Buyer"), its successors and assigns, all of its right, title and interest in and to the trademarks identified in Exhibit A hereto, along with all related goodwill associated with such trademarks, the Buyer, and its successors and assigns, to have and to hold all such right, title and interest to such trademarks forever.

Seller agrees, for itself and its successors and assigns, to execute and deliver to Buyer such other documents as Buyer may reasonably request to fully secure its rights hereunder, including but not limited to execution of individual recordable assignments of the trademarks and trademark registrations conveyed hereunder.

IN WITNESS WHEREOF, Seller has caused this Assignment of Trademarks to be executed in its name and on its behalf by its officer thereunto duly authorized as of the effective date of March 9, 1999.

WILLIAM UNDERWOOD COMPANY

By:_

David E. Schmitt, Vice President

STATE OF MINNESOTA

) ss

COUNTY OF HENNEPIN

On this day of March, 1999, before me appeared David E. Schmitt, Vice Secretary of William Underwood Company, the person who signed the instrument, who acknowledged that it was signed as a free act on behalf of the corporation.

RUTH M. MEGER
NOTARY PUBLIC - MINNESOTA
My Comm. Expires Jan. 31, 2000

Notary Public

TRADEMARK REEL: 001942 FRAME: 0530

EXHIBIT A

Trademark	Registration No.	Registration Date
R&R (Stylized)	71,412	November 24, 1908
ENHANCE (Stylized)	554,096	January 22, 1952
MONMOUTH	684,167	August 25, 1959
DIABLITOS	799,190	November 19, 1965
OMELET FILLIN'S	1,127,355	December 4, 1979
EL CALDERO (Design)	1,128,398	December 25, 1979

TRADEMARK REEL: 001942 FRAME: 0531