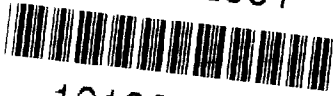


10-31-2001



101890958

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

1. Name of conveying party(ies):

PET LIFE FOODS, INC.

- Individual(s) Association
General Partnership Limited Partnership
Corporation-State ILLINOIS
Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: SERGEANT'S PET CARE PRODUCTS, INC.

Internal Address: SUITE 303

Street address: 14748 WEST CENTER ROAD

City: OMAHA State: NE Zip: 68144

- Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State NEVADA
Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No N.A. (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: SEPTEMBER 20, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 1593298

B. Trademark Registration No.(s)

10-19-2001

U.S. Patent & TMOfr/TM Mail Rcpt Dt. #11

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: JAMES F. GOSSETT

Internal Address: SUITE 1200

Street Address: 120 SOUTH RIVERSIDE PLAZA

City: CHICAGO State: IL Zip: 60606

6. Total number of applications and registrations involved: 48

7. Total fee (37 CFR 3.41) \$ 1920

- Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

JAMES GOSSETT Name of Person Signing

James F. Gossett Signature

00011159 10/30/2001 TBIAZI

CHECK Refund Total: 10-17-01 775.00

10-17-01 Date

Total number of pages including cover sheet, attachments, and document: 4

10/30/2001 TBIAZI 00000071 1593298

01 FC:481 02 FC:482

40.00 1175.00

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

TRADEMARK

REEL: 002393 FRAME: 0889

SCHEDULE A

Mark	Application Number	Registration Number
PEOPLE CRACKERS		1,593,298 843,866
LOLLI-PUPS		569,205
DOGGIE DONUTS		1,273,795
SAY CHEESE		848,258
SIRLOINS	76/015,808	
MUNCHEEZ BEEF AND CHEESE TREAT		2,084,349
SCHNITZEL SNACKS		1,691,000
STEAKHOUSE STRIPS	76/193,156	
NUTRI-DOG BARS	76/057,760	
SEASON'S TREATINGS	76/073,539	
DOG NOG	76/071,358	
BEER BONES	76/073,519	
NUTRI-CAT	76/146,796	
TREAT-TABS	76/146/794	
DENTA FRESH	76/084,356	
DENTAPLUS	76/234,574	
ON POINT	76/100,352	
CATNIPTIONS	76/146,795	
TROPICAL TREATS	76/193,155	
IT'S A DOG'S LIFE	76/001,573	
LICKS & KISSES	76/015,809	
PURRSCRIPTIONS	76/146,793	
PURRSUASIONS	76/146,792	
PURRS	76/146,791	
PURRSONALS	76/146,790	
CHEESEWICHES	76/175,986	
TREATWICHES	76/175,986	
CAT LIFE		1,594,475
BURGLAR CONFIGURATION		1,657,561
DOG CATCHER CONFIGURATION		1,651,611
MAILMAN CONFIGURATION		1,667,782
MILK MAN CONFIGURATION		1,651,612
POLICEMAN CONFIGURATION		1,649,626
TREATERS		1,461,227
DOG LIFE AND DESIGN		577,878
DOG LIFE TASTY VITTLES AND DESIGN		748,854
DOGGIE DOGS		1,438,257
DOGGIE FRANKS		1,438,258

HI-LIFE AND DESIGN		389,548
LOLLI-PUPS CANADA		209,689
LOLLI-PUPS AND DESIGN		569,205
MY DOGGIES BAG		1,460,847
PEOPLE CRACKERS (MEXICO)		552,254
TRAIL CALL		889,124
DOG HEAD LOGO		1,882,414
CAT HEAD LOGO		1,859,904
HI-LIFE		1,878,815

ASSIGNMENT OF TRADEMARKS

WHEREAS, PET LIFE FOODS, INC., an Illinois corporation, having its principal offices at 4355 Ferguson Drive, Suite 150, Cincinnati, Ohio, 45245 ("Assignor"), has adopted, used, is using and is the owner of the following marks listed on Schedule A attached hereto, some of which are now registered in the United States Patent and Trademark Office, and some of which are the subject of applications for registration filed with the Office.

WHEREAS, Sergeant's Pet Care Products, Inc., a Nevada corporation, having its principal place of business at 14748 West Center Road, Suite 303, Omaha, Nebraska, 68144 ("Assignee"), is desirous of acquiring said marks.

NOW, THEREFORE, for \$10.00 and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee, and its successors in interest, all right, title and interest in and to said marks, together with the goodwill of the business symbolized by said marks and the registrations and applications therefor, and including common law and other rights in said marks, all claims, demands, and causes of action, both at law and in equity, that Assignor may have, or may hereafter acquire on account of any infringement of said marks, prior to the date hereof, and does hereby empower Assignee and its successors in interest, to sue for and collect the same, to its and their own and absolute use.

IN WITNESS WHEREOF, the undersigned, being duly authorized and acting on behalf of Assignor, does hereby execute this assignment on the 20th day of September, 2001.

PET LIFE FOODS, INC.

By: _____

Title: _____

[Handwritten Signature]
President & CEO

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