

11-21-2003

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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



102606356

Tab settings

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

1. Name of conveying party(ies):

The Meow Mix Company

10-23-03

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 10/10/2003

2. Name and address of receiving party(ies)

Name: UBS AG, Stamford Branch

Internal Address:

Street Address: 677 Washington Boulevard

City: Stamford State: CT Zip: 06912

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

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

A. Trademark Application No.(s) SEE ATTACHED EXHIBIT A

B. Trademark Registration No.(s) SEE ATTACHED EXHIBIT A

Additional number(s) attached Yes No

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

Name: Tonya Chapple

Internal Address: clo csc

Street Address: 80 State St.

City: albany State: NY Zip: 12207

6. Total number of applications and registrations involved:

28

7. Total fee (37 CFR 3.41): \$ 715.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

11/20/2003 6T0N11 00000187 76520552

01 FC:8521 40.00 OP 02 FC:8522 675.00 OP

Maureen P. Murphy

Name of Person Signing

Maureen P. Murphy

Signature

October 10, 2003

Date

Total number of pages including cover sheet, attachments, and document: 9

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



10-23-2003

U.S. Patent & TMO/TM Mail Rcpt Dt. #57

TRADEMARK REEL: 002866 FRAME: 0846

EXHIBIT A**U.S. TRADEMARKS****TRADEMARK REGISTRATIONS:**

<u>OWNER</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>	<u>COUNTRY</u>	<u>DESCRIPTION</u>
The Meow Mix Company	1,359,527	September 10, 1985	USA	ALLEY CAT
The Meow Mix Company	1,995,276	August 20, 1996	USA	MEOW MIX
The Meow Mix Company	2,365,313	July 4, 2000	USA	MEOW MIX in Design of Cartoon Cat
The Meow Mix Company	1,741,561	December 22, 1992	USA	MEOW MIX in Design of Cartoon Cat (Not in current use)
The Meow Mix Company	2,468,347	July 10, 2001	USA	Cartoon Cat's Head Design
The Meow Mix Company	984,625	May 21, 1974	USA	TASTES SO GOOD CATS ASK FOR IT BY NAME
The Meow Mix Company	2,004,697	October 1, 1996	USA	THE ONLY CAT FOOD CATS ASK FOR BY NAME
The Meow Mix Company	2,521,864	December 25, 2001	USA	MEOW MIX MOBILE DELIVERING THE GREAT TASTE CATS ASK FOR BY NAME! And Design

TRADEMARK APPLICATIONS:

<u>OWNER</u>	<u>APPLICATION NUMBER</u>	<u>APPLICATION DATE</u>	<u>COUNTRY</u>	<u>DESCRIPTION</u>
The Meow Mix Company	76473515	December 2, 2002	USA	Meow Mix (Accessories)
The Meow Mix Company	76486699	February 3, 2003	USA	Alley Cat (New Design)
The Meow Mix Company	76510334	April 29, 2003	USA	Mr. Meow
The Meow Mix Company	76517935	May 30, 2003	USA	Ms. Cat USA Beauty Pageant

<u>OWNER</u>	<u>APPLICATION NUMBER</u>	<u>APPLICATION DATE</u>	<u>COUNTRY</u>	<u>DESCRIPTION</u>
The Meow Mix Company	76520552	June 2, 2003	USA	Meow Radio
The Meow Mix Company	76518661	June 2, 2003	USA	Cat TV
The Meow Mix Company	76520853	June 4, 2003	USA	Cat Yoga
The Meow Mix Company	76528168	July 7, 2003	USA	Mrs. Meow
The Meow Mix Company	76528055	July 7, 2003	USA	Meow Yoga
The Meow Mix Company	76529418	July 14, 2003	USA	Meow Talk
The Meow Mix Company	76529417	July 14, 2003	USA	Cat Talk
The Meow Mix Company	76534856	August 4, 2003	USA	Tasty Delight
The Meow Mix Company	76534855	August 4, 2003	USA	Market Select
The Meow Mix Company	76535,779		USA	Happy Feet
The Meow Mix Company	76442786	August 22, 2002	USA	Meow
The Meow Mix Company	76433073	July 22, 2002	USA	Meow-A-Lot
The Meow Mix Company	76451456	September 16, 2002	USA	Meow Central
The Meow Mix Company	76407349	May 13, 2002	USA	Meow Morsels
The Meow Mix Company	76448847	September 12, 2002	USA	Meow Nips
The Meow Mix Company	76442785	August 22, 2002	USA	Meow TV

TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of October 10, 2003, by The Meow Mix Company (the "Pledgor"), in favor of UBS AG, STAMFORD BRANCH, in its capacity as collateral agent (in such capacity, the "Collateral Agent") pursuant to the Credit Agreement.

WITNESSETH:

WHEREAS, Pledgor is party to a Security Agreement among Pledgor, Meow Mix Holdings, Inc., Meow Mix Decatur Production I LLC and the Collateral Agent of even date herewith (the "Security Agreement") in favor of the Collateral Agent pursuant to which the Pledgor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the benefit of the Secured Parties, to enter into Credit Agreement, the Pledgor hereby agrees with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Pledgor hereby pledges, collaterally assigns and grants to the Collateral Agent for the benefit of the Secured Parties, security interest in and to and pledge of all of its right, title and interest in, to and under all the following Security Agreement Collateral of Pledgor:

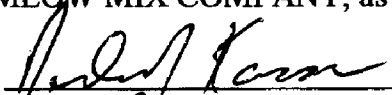
- (a) Trademarks of Pledgor listed on Schedule I attached hereto;
- (b) all goodwill connected with the use of and symbolized by such Trademarks;
- (c) all Proceeds of any and all of such Trademarks.

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement and Pledgor hereby acknowledges and affirm that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

SECTION 4. Termination. Upon the full performance of the Secured Obligations, the Collateral Agent shall execute, acknowledge, and deliver to the Pledgor an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Trademarks and all Proceeds of the Trademarks under this Trademark Security Agreement.

IN WITNESS WHEREOF, Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

THE MEOW MIX COMPANY, as Pledgor

By: 
Name: Richard Kessler
Title: CEO

Accepted and Agreed:
UBS AG, STAMFORD BRANCH, as Collateral Agent

By: _____
Name:
Title:

By: _____
Name:
Title:

IN WITNESS WHEREOF, Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

THE MEOW MIX COMPANY, as Pledgor

By: _____
Name:
Title:

Accepted and Agreed:
UBS AG, STAMFORD BRANCH, as Collateral Agent

By: _____
Name: Patricia O'Kiki
Title: Director

By: _____
Name: Wilfred V. Sain
Title: Associate Director
Banking Products
Services, LLC

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

TRADEMARK REGISTRATIONS:

OWNER	REGISTRATION NUMBER	DESCRIPTION
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The Meow Mix Company	1,995,276	MEOW MIX
The Meow Mix Company	2,365,313	MEOW MIX in Design of Cartoon Cat
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The Meow Mix Company	2,004,697	THE ONLY CAT FOOD CATS ASK FOR BY NAME
The Meow Mix Company	2,521,864	MEOW MIX MOBILE DELIVERING THE GREAT TASTE CATS ASK FOR BY NAME! And Design
The Meow Mix Company	76473515	Meow Mix (Accessories)
The Meow Mix Company	76486699	Alley Cat (New Design)
The Meow Mix Company	76510334	Mr. Meow
The Meow Mix	76517935	Ms. Cat USA

Company		Beauty Pageant
The Meow Mix Company	76520552	Meow Radio
The Meow Mix Company	76518661 .	Cat TV
The Meow Mix Company	76520853	Cat Yoga
The Meow Mix Company	76528168	Mrs. Meow
The Meow Mix Company	76528055	Meow Yoga
The Meow Mix Company	76529418	Meow Talk
The Meow Mix Company	76529417	Cat Talk
The Meow Mix Company	76534856	Tasty Delight
The Meow Mix Company	76534855	Market Select
The Meow Mix Company	76535,779	Happy Feet
The Meow Mix Company	76442786	Meow
The Meow Mix Company	76433073	Meow-A-Lot
The Meow Mix Company	76451456	Meow Central
The Meow Mix Company	76407349	Meow Morsels
The Meow Mix Company	76448847	Meow Nips
The Meow Mix Company	76442785	Meow TV

TRADEMARK APPLICATIONS:

<u>OWNER</u>	<u>SERIAL NUMBER</u>	<u>DESCRIPTION</u>

ACKNOWLEDGMENT OF PLEDGOR

STATE OF New Jersey)
) ss.
COUNTY OF Hudson)

On this 25 day of Sept. 2003 before me personally appeared Richard Kassar, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of The Meow Mix Company, who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Josephine Vaccarella
Notary Public

JOSEPHINE VACCARELLA
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES
July 3, 2007