

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademark Rights at Reel/Frame 3123/0701

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
UBS AG, STAMFORD BRANCH, As Agent		05/19/2006	Bank:

RECEIVING PARTY DATA

Name:	The Meow Mix Company
Street Address:	400 Plaza Drive
Internal Address:	1st Floor
City:	Secaucus
State/Country:	NEW JERSEY
Postal Code:	07094
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 42

Property Type	Number	Word Mark
Registration Number:	2815613	MEOW TV
Registration Number:	2845969	MEOW NIPS
Registration Number:	2805635	MEOW CENTRAL
Registration Number:	2835286	MEOW MIX
Registration Number:	2867575	NEW LOOK SAME GREAT TASTE! ALLEY CAT
Serial Number:	76544369	ME-O
Serial Number:	76544367	MEOW MILK
Registration Number:	3042280	FILLET MEOW
Registration Number:	3002402	WHAT'S THE CATCH?
Registration Number:	3013656	GOBBLISCIOUS
Registration Number:	2960649	HOOK, LINE AND SINKER
Registration Number:	2960648	UPSTREAM DREAM

OP \$1065.00 2815613

Registration Number:	3007692	SURF 'N TURF
Registration Number:	3042279	CLUCK-A-DOODLE-DOO
Registration Number:	2977989	DEEP SEA DELIGHT
Serial Number:	76580854	KEEPING KIDS HAPPY
Serial Number:	76584764	KEEPING CATS HAPPY
Serial Number:	76591239	PLEASER PACK
Registration Number:	3012803	MEOW MIX ON THE GO
Registration Number:	2983759	MEOW-O-SCOPE
Serial Number:	76598336	MEOBONE
Serial Number:	76617872	MAINE ATTRACTION
Serial Number:	76617874	ON A WING AND A PRAWN
Registration Number:	3022746	MEOW MIX
Registration Number:	3083346	TASTES SO GOOD KITTENS ASK FOR IT BY NAME!
Registration Number:	2798972	MEOW
Serial Number:	76571809	TICKLED PINK
Serial Number:	78592793	MEOW MIX
Serial Number:	78592554	MEOW MIX
Serial Number:	78575465	
Serial Number:	78575450	
Serial Number:	78575428	
Serial Number:	78575382	
Serial Number:	78580552	MEOW
Serial Number:	78590598	KITTY CLUBHOUSE
Serial Number:	78592797	"MEOW!"
Serial Number:	78613900	CATAMARI
Serial Number:	78613925	PEARLY BITES
Serial Number:	78613139	TAN SABROSO QUE LOS GATOS LO PIDEN POR SU NOMBRE
Serial Number:	78612828	¡HAZ FELIZ A TU GATO!
Serial Number:	78621277	SQUIRTS
Registration Number:	3005573	MEOW MIX CAFE

CORRESPONDENCE DATA

Fax Number: (617)951-8736

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

Phone: 617-951-8144

TRADEMARK
REEL: 003312 FRAME: 0727

Email: eileen.sullivan@bingham.com
Correspondent Name: Eileen Sullivan
Address Line 1: Bingham McCutchen LLP
Address Line 2: 150 Federal Street
Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	2866/0846
NAME OF SUBMITTER:	Eileen Sullivan
Signature:	/eileen sullivan/
Date:	05/19/2006

Total Attachments: 4
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**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARK RIGHTS**

TERMINATION AND RELEASE dated as of May 19, 2006, from UBS AG, STAMFORD BRANCH, in its capacity as collateral agent (the "Agent") for certain banks and other financial institutions (the "Lenders"), with a business address at 677 Washington Boulevard, Stamford, Connecticut 06902, to The Meow Mix Company, a Delaware corporation (the "Company"), with a business address at 400 Plaza Drive, 1st Floor, Secaucus, New Jersey 07094.

WITNESSETH:

WHEREAS, pursuant to the Security Agreement among the Company, Meow Mix Holdings, Inc., and Meow Mix Decatur Production I LLC dated as of October 10, 2003, as amended and restated on July 13, 2005, in favor of the Agent (the "Collateral Agreement"), a security interest (the "Security Interest") was granted by the Company to the Agent in certain collateral, including the Trademark Collateral (as hereinafter defined);

WHEREAS, pursuant to that certain Trademark Security Agreement dated as of July 13, 2005, among the Agent and the Company (the "Security Agreement"), the Company, by reference to the Collateral Agreement, reaffirmed its grant of a Security Interest to the Agent specifically in certain Trademark Collateral;

WHEREAS, the Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on July 19, 2005, at Reel 3123 and Frame 0701; and

WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademark Collateral pursuant to the Collateral Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby acknowledges and agrees as follows:


1. Definitions. The term "Trademark Collateral" as used herein, shall mean all of the Company's right, title and interest of every kind and nature as of the date hereof in the Trademarks (including, without limitation, those items listed on Schedule A hereto). The term "Trademarks" shall have the meaning provided by reference in the Collateral Agreement and the Security Agreement.

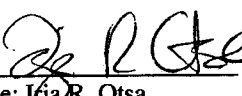
2. Release of Security Interest. The Agent hereby terminates, releases and discharges its Security Interest in the Trademark Collateral, and any right, title or interest of the Agent in such Trademark Collateral shall hereby cease and be void.

3. Further Assurances. The Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the termination and release of the Security Interest contemplated hereby.

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

UBS AG, STAMFORD BRANCH

By: 
Name: Richard L. Tavrow
Title: Director

By: 
Name: Ija R. Otsa
Title: Associate Director

Schedule A

U.S. Trademarks

Trademark	Registration No.	Serial No.
Meow TV	2,815,613	76/442,785
Meow Nips	2,845,969	76/448,847
Meow Central	2,805,635	76/451,456
Meow Mix (Accessories)	2,835,286	76/473,515
Alley Cat (New Design – 100% For A Healthy Cat New Look Same Great Taste! Alley Cat Poultry & Seafood Flavors	2,867,575	76/486699
Me-O		76/544,369
Meow Milk		76/544,367
Fillet Meow	3042280	76/575,406
What's The Catch?	3002402	76/569,860
Gobbliscious	3013656	76/569,361
Hook, Line and Sinker	2,960,649	76/569,253
Upstream Dream	2,960,648	76/569,252
Surf 'N Turf	3,007,692	76/571,808
Cluck-A-Doodle-Do	3042279	76/575,398
Deep Sea Delight	2,977,989	76/575,997
Keeping Kids Happy		76/580,854
Keeping Cats Happy		76/584,764
Pleaser Pack		76/591,239
Meow Mix On The Go	3,012,803	76/613,040
Meow-O-Scope	2,983,759	76/587,008
Meowabone		76/598,336
Meow Mix Café	3,005,573	76/609,247
Maine Attraction		76/617,872
On A Wing and a Prawn		76/617,874

Trademark	Registration No.	Serial No.
Meow Mix (Clothing)	3,022,746	76/617,873
Tastes So Good Kittens Ask For It By Name!	3,083,346	76/621,015
Meow	2,798,972	76/442,786
Tickled Pink		76/571,809
Meow Mix (& Design)		78/592,793
Meow Mix (& Design)		78/592,554
Design Only		78/575,465
Design Only		78/575,450
Design Only		78/575,428
Design Only		78/575,382
Meow		78/580,552
Kitty Clubhouse		78/590,598
"Meow!"		78/592,797
Catamari		78/613,900
Pearly Bites		78/613,925
Tan Sabroso Que Los Gatos Lo Piden Por Su Nombre		78/613,139
!Haz Feliz Tu Gato!		78/612,828
Squirts		78/621,277