

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Gleacher Holdings LLC	FORMERLY Gleacher Capital LLC	06/17/2008	Collateral Agent: UNKNOWN

RECEIVING PARTY DATA

Name:	United Pet Group, Inc.
Street Address:	7794 Five Mile Road
Internal Address:	Suite 190
City:	Cincinnati
State/Country:	OHIO
Postal Code:	45230
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	2007008	ONE EARTH
Registration Number:	2036038	ONE EARTH
Registration Number:	1902337	NUTRICOAT
Registration Number:	1874089	AVILAC
Registration Number:	1838547	EXCEL PLUS
Registration Number:	1528528	ULTRA-BLEND
Registration Number:	1392092	VITA-SOL
Registration Number:	1008287	PERFECT COAT
Registration Number:	1017263	CALCIDEE
Registration Number:	0628413	ST. AUBREY
Registration Number:	0608466	ST. AUBREY

CORRESPONDENCE DATA

CH \$290.00 2007008

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NAME OF SUBMITTER:	Kar Yee Tse
Signature:	/Kar Yee Tse/
Date:	08/22/2008

Total Attachments: 7
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ABSOLUTE RELEASE OF PATENT AND TRADEMARK ASSIGNMENTS

Reference is made to the following agreements recorded in the United States Patent and Trademark Office:

(i) that certain Assignment of Security Interest in United States Trademarks and Patents dated as of July 20, 1999 made by Aquarium Systems, Inc. ("Aquarium"), in favor of Gleacher Holdings LLC, as successor in interest to Gleacher Capital LLC, (the "Agent"), and recorded in the United States Patent and Trademark Office on December 17, 1999;

(ii) that certain Assignment of Security Interest in United States Trademarks and Patents dated as of July 20, 1999 made by Aquaria, Inc. ("Aquaria"), in favor of the Agent, and recorded in the United States Patent and Trademark Office on December 1, 1999;

(iii) that certain Assignment of Security Interest in United States Trademarks dated as of July 20, 1999 made by United Pet Group, Inc. ("UPG"), in favor of the Agent, and recorded in the United States Patent and Trademark Office on December 17, 1999;

(iv) that certain Assignment of Security Interest in United States Trademarks dated as of July 20, 1999 made by Southern California Foam, Inc. ("SCF"), in favor of the Agent, and recorded in the United States Patent and Trademark Office on December 1, 1999;

(v) that certain Assignment of Security Interest in United States Trademarks dated as of July 20, 1999 made by Perfecto Manufacturing, Inc. ("Perfecto"), in favor of the Agent, and recorded in the United States Patent and Trademark Office on December 3, 1999;

(vi) that certain Assignment of Security Interest in United States Trademarks dated as of July 20, 1999 made by Jungletalk International, Inc. (together with Aquarium, Aquaria, UPG, SCF, and Perfecto, the "Owners"), in favor of the Agent, and recorded in the United States Patent and Trademark Office on December 17, 1999.

WHEREAS, at UPG's request the Agent has agreed to release and terminate its security interests, if any, in the trademarks listed on the attached **Schedule A**;

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent does hereby release to the Owners and their successors in interest, all of Agent's right title and interest in and to the trademarks listed on Schedule A hereto, and the goodwill associated therewith, and all rights pertaining thereto, without recourse, representation or warranty of any kind.

Signature on following page

IN WITNESS WHEREOF, the Agent has caused this Release to be duly executed by its authorized officer or agent as of June ____, 2008.

GLEACHER HOLDINGS LLC, as Agent

By: [Signature]
Name: Jeffrey H. Tepper, Director

State of NY)
County of Westchester) SS

On this 17th day of June, 2008, before me, a Notary Public in and for the County and State aforesaid, personally appeared Jeffrey H. Tepper, a duly authorized officer at Gleacher Holdings, who acknowledged the execution of the foregoing instrument as his own free and voluntary act for and on behalf of such entity and stated his execution on behalf of such entity was duly authorized and approved by all appropriate action of such entity.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal.

Marie A. Gentile
Notary Public

My commission expires: 4/8/2010

MARIE A. GENTILE
Notary Public, State of New York
No. 4979706
Qualified in Suffolk County
Commission Expires April 8, 20 10

[NOTARIAL SEAL]

SCHEDULE A

R/F 2005/0189: Security Interest recorded 12/17/99, Aquarium Systems, Inc. to Gleacher Capital LLC, Signed 7/20/99				
Mark	Status	Serial No./ Filing Date	Reg. No./ Reg. Date	Owner
AMMEX	Registered	75520667 Jul. 17, 1998	2276037 Sep. 7, 1999	Aquarium Systems, Inc.
HOLDFAST	Registered	75253865 Mar. 10, 1997	2135892 Feb. 10, 1998	Aquarium Systems, Inc.
REEF EVOLUTION	U.S. Federal	75158710 Aug. 30, 1996	2084031 Jul. 29, 1997	Aquarium Systems, Inc.
TURBO VENTURI	Renewed	74679503 May 24, 1995	1974941 May 21, 1996	Aquarium Systems, Inc.
MICRO-JET	Renewed	74667179 Apr. 26, 1995	2049725 Apr. 1, 1997	Aquarium Systems, Inc.
IMPELLAIR	Renewed	74603151 Nov. 10, 1994	1948571 Jan. 16, 1996	Aquarium Systems, Inc.
BIOGRID	Renewed	74645135 Aug. 22, 1994	1956224 Feb. 13, 1996	Aquarium Systems, Inc.
MECHANICHEM	Renewed	74563816 Aug. 22, 1994	1921945 Sep. 26, 1995	Aquarium Systems, Inc.
TWISTER	Renewed	74502389 Mar. 21, 1994	1888518 Apr. 11, 1995	Aquarium Systems, Inc.
MILLENNIUM	Renewed	74498097 Mar. 7, 1994	1915827 Aug. 29, 1995	Aquarium Systems, Inc.
DUETTO	Renewed	74502391 Mar. 21, 1994	1886021 Mar. 28, 1995	Aquarium Systems, Inc.
FANCYPLANTS	Renewed	74330924 Nov. 13, 1992	1836249 May 10, 1994	Aquarium Systems, Inc.
SEA SCOPE	Renewed	74149832 Mar. 21, 1991	1675060 Feb. 11, 1992	Aquarium Systems, Inc.
REEF CRYSTALS	Renewed	74058809 May 11, 1990	1684942 May 5, 1992	Aquarium Systems, Inc.
MINI-JET	Renewed	74056446 May 7, 1990	1784740 Jul. 27, 1993	Aquarium Systems, Inc.
MAXI-JET	Renewed	74056351 May 7, 1990	1687560 May 19, 1992	Aquarium Systems, Inc.

MEGA MEDIA	Renewed	73767970 Dec. 8, 1988	1569019 Dec. 5, 1989	Aquarium Systems, Inc.
VISI THERM and Design	Registered	73767830 Dec. 7, 1988	1549044 Jul. 25, 1989	Aquarium Systems, Inc.
VISI	EXPIRED – Grace period renewal due 3/29/08	73649325 Mar. 13, 1987	1459140 Sep. 29, 1987	Aquarium Systems, Inc.
VISI-THERM	EXPIRED – Specimen of Use rejected	73588864 Mar. 19, 1986	1433726 Mar. 24, 1987	Aquarium Systems, Inc.
SEA CURE	Renewed	73574182 Dec. 19, 1985	1413934 Oct. 21, 1986	Aquarium Systems, Inc.
Fish in Beaker Design	Renewed	73172132 May 30, 1978	1110319 Jan. 2, 1979	Aquarium Systems, Inc.
INSTANT OCEAN	RENEWED – next renewal due 7/30/2008	72264381 Feb. 10, 1967	0853463 Jul. 30, 1968	Aquarium Systems, Inc.

R/F 2002/0603: Security Interest recorded 12/3/99, Perfecto Manufacturing, Inc. to Gleacher Capital LLC, Signed Jul. 20, 1999

Mark	Status	Serial No./ Filing Date	Reg. No./ Reg. Date	Owner
PERFECTO	Renewed – next renewal due 4/04/2008	73039303 Dec. 11, 1974	1088687 Apr. 4, 1978	Perfecto Manufacturing Inc.

R/F 2003/0154: Security Interest, Aquaria, Inc. to Gleacher Capital LLC, Signed Jul. 20, 1999, Recorded Dec. 1, 1999

Mark	Status	Serial No./ Filing Date	Reg. No./ Reg. Date	Owner
MARS	Registered	75073369 Mar. 15, 1996	2163136 Jun. 9, 1998	Aquaria, Inc.
ECLIPSE	Renewed	75047645 Jan. 24, 1996	2088320 Aug. 12, 1997	Aquaria, Inc.
REGENT	Renewed	74126558 Dec. 26, 1990	1675044 Feb. 11, 2002	Aquaria, Inc.
BIO-WHEEL	Renewed	74089275 Aug. 20, 1990	1673431 Jan. 28, 1992	Aquaria, Inc.

PENGUIN	Renewed	73621040 Sep. 22, 1986	1442060 Jun. 9, 1987	Aquaria, Inc.
MAGNUM	Renewed	73621039 Sep. 22, 1986	1450698 Aug. 4, 1987	Aquaria, Inc.

R/F 2004/0605: Security Interest recorded 12/17/99, Jungletalk International, Inc. to Gleacher Capital, LLC, Signed 7/20/99

Mark	Status	Serial No./ Filing Date	Reg. No./ Reg. Date	Owner
JUNGLETALK	Renewed	74540307 Jun. 20, 1994	1904543 Jul. 11, 1995	Aquarium Systems, Inc.

R/F 2005/0305: Security Interest recorded 12/17/99, United Pet Group, Inc. to Gleacher Capital, signed 7/20/99

Mark	Status	Serial No./ Filing Date	Reg. No./ Reg. Date	Owner
ONE EARTH	Renewed	74613358 Dec. 21, 1994	2007008 Oct. 8, 1996	United Pet Group, Inc.
ONE EARTH	Renewed	74613361 Dec. 21, 1994	2036038 Feb. 4, 1997	United Pet Group, Inc.
NUTRICOAT	Renewed	74470417 Dec. 16, 1993	1902337 Jul. 4, 1995	United Pet Group, Inc.
AVILAC	Renewed	74468821 Dec. 13, 1993	1874089 Jan. 17, 1995	United Pet Group, Inc.
EXCEL PLUS	Renewed	74437935 Sep. 20, 1993	1838547 Jun. 7, 1994	United Pet Group, Inc.
ULTRA-BLEND	Registered	73746237 Aug. 15, 1988	1528528 Mar. 7, 1989	United Pet Group, Inc.
VITA-SOL	Renewed	73559071 Sep. 19, 1985	1392092 May 6, 1986	United Pet Group, Inc.
BIRD PROTECTOR (stylized)	Renewal Due 4/5/2008	73508265 Nov. 13, 1984	1482983 Apr. 5, 1988	United Pet Group, Inc.
PERFECT COAT	Renewed	73013595 Feb. 15, 1974	1008287 Apr. 8, 1975	United Pet Group, Inc.
CALCIDEE	Renewed	73003925 Oct. 17, 1973	1017263 Aug. 5, 1975	United Pet Group, Inc.

ST. AUBREY (stylized)	Renewed	71680624 Jan. 27, 1955	0628413 Jun. 5, 1956	United Pet Group, Inc.
ST. AUBREY (stylized)	Renewed	71650862 Jul. 27, 1953	0608466 Jul. 5, 1955	United Pet Group, Inc.

R/F 2002/0577: Security Interest recorded 12/1/1999, Southern Ca Foam, Inc. to Gleacher Capital LLC, Signed Jul. 20, 1999

Mark	Status	Serial No./ Filing Date	Reg. No./ Reg. Date	Owner
WANGLER DANGLER	Registered	75408961 Dec. 22, 1997	2202992 Nov. 10, 1998	United Pet Group, Inc.
CATTER UP	Renewed	75398015 Dec. 1, 1997	2192420 Sep. 29, 1998	United Pet Group, Inc.
DOOR CATTIE	Registered – next renewal due 11/10/08	75397741 Dec. 1, 1997	2202971 Nov. 10, 1998	United Pet Group, Inc.
POOCH PACK	Registered	75301848 Jun. 2, 1997	2171266 Jul. 7, 1998	Southern California Foam, Inc. DBA Lazy Pet Products
FELINE FISHING and Design	Registered	75099952 May 7, 1996	2177253 Jul. 28, 1998	Lazy Pet Products
House Design	Expired – Grace period renewal due 6/16/08	74664068 Apr. 21, 1995	2120740 Dec. 16, 1997	Southern California Foam, Inc. DBA Lazy Pet Products (L.P.)
CAT RACKET TUNNEL	Renewed	74664069 Apr. 21, 1995	1958944 Feb. 27, 1996	United Pet Group, Inc.
ACTION SCRATCHER	Renewed	74664070 Apr. 21, 1995	1958945 Feb. 27, 1996	United Pet Group, Inc.
MALIBU PET PRODUCTS	Renewed	74664073 Apr. 21, 1995	2016996 Nov. 19, 1996	Southern California Foam, Inc. DBA Lazy Pet Products
PET-O-PEDIC	Registered	74664071 Apr. 21, 1995	2199160 Oct. 27, 1998	United Pet Group, Inc.