

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM299880

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SELLER, INC.		03/20/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	THREE DOG BAKERY, LLC		
Street Address:	1843 N. Topping Avenue		
City:	Kansas City		
State/Country:	MISSOURI		
Postal Code:	64120		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 53			
Property Type	Number	Word Mark	
Registration Number:	3825061	ASSORT"MU"TT"	
Registration Number:	3938822	ASSORT"MU"TT"	
Registration Number:	2363797	BAKERY BLEND	
Registration Number:	3932270	BAKE TO NATURE	
Registration Number:	2204009	BARK 'N FETCH	
Registration Number:	2812088	BEAGLE BAGELS	
Registration Number:	3932280	"BEG"-ALS	
Registration Number:	3938806	"BEG"-ALS	
Registration Number:	1976440	BIG SCARY KITTIES	
Registration Number:	3972136	BITES 'N BITS	
Registration Number:	3785822	BITTY BITES	
Registration Number:	3832886	BOUNTIFUL BASKET	
Registration Number:	3469704	DOG'S NIGHT OUT	
Registration Number:	3622860	DOGALOG	
Registration Number:	2373039	DOTTIE'S SPOTS	
Registration Number:	2749639	ENTRÉE FOR DOGS	
Registration Number:	3395217	FETCH IT! STICKS	
Registration Number:	3533626	FUR DI VINE COLLECTION	
Registration Number:	3785821	GRACIE'S GARDEN	
Registration Number:	3909959	GRACIE'S GOURMET	
TRADEMARK			

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Property Type	Number	Word Mark
Registration Number:	3917638	IT'S A DOG'S LIFE
Registration Number:	2471083	ITTY BITTY BONES
Registration Number:	2467206	ITTY BITTY SCARY KITTIES
Registration Number:	1978181	JUMP 'N SIT BITS
Registration Number:	2363209	LICKETY-SPLIT
Registration Number:	3261149	LICK'N CRUNCH!
Registration Number:	2867563	LICK'NCRUNCH!
Registration Number:	3827054	MILLIE'S BAKERY FOR DOGS
Registration Number:	3833600	MILLIE'S BAKERY FOR DOGS
Registration Number:	3968448	NATURAL MEALS FORTIFIED WITH VITAMINS AN
Registration Number:	3536473	PEOPLE-WORTHY PRODUCTS ...FOR PETS
Registration Number:	3460590	POOCH SMOOCHES
Registration Number:	1976436	PUPCAKES
Registration Number:	3909961	ROLL-OVER REWARDS
Registration Number:	3909962	ROLL-OVER REWARDS
Registration Number:	3515990	RRRRRRIBS
Registration Number:	3884217	STARBITES
Registration Number:	3884218	STARBITES
Registration Number:	3938808	"SWEET"HEARTS
Registration Number:	3938807	"SWEET"HEARTS
Registration Number:	2081409	THREE DOG BAKERY
Registration Number:	4042605	THREE DOG BAKERY
Registration Number:	2021727	THREE DOG BAKERY THE BAKERY FOR DOGS
Registration Number:	1971349	THREE DOG BAKERY THE BAKERY FOR DOGS
Registration Number:	2542926	TUMMY RUB CLUB
Registration Number:	3472951	ULTI "MUTT" SPOTS
Registration Number:	2567033	WE PITY THE KITTIES
Registration Number:	3991618	"WOOF"ERS
Registration Number:	3991617	"WOOF"ERS
Registration Number:	4233930	YAPPUCCINO
Serial Number:	86173421	BEG NOG LATTÉ
Serial Number:	86173317	PUP-KIN SPICED LATTÉ
Serial Number:	86173551	PUP-PERMINT MOCHA

CORRESPONDENCE DATA

Fax Number: 4122883063

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 412-288-7222

Email: ptoipinbox@reedsmith.com

TRADEMARK

REEL: 005248 FRAME: 0498

Correspondent Name: Robert A. Muha
Address Line 1: REED SMITH LLP
Address Line 2: P.O. BOX 488
Address Line 4: PITTSBURGH, PENNSYLVANIA 15230-0488

ATTORNEY DOCKET NUMBER: 263889.20001 RAM

NAME OF SUBMITTER: Robert A. Muha

SIGNATURE: /Robert A. Muha/

DATE SIGNED: 04/01/2014

Total Attachments: 10

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ASSIGNMENT AND ASSUMPTION OF TRADEMARKS

This Assignment and Assumption of Trademarks (this "Assignment"), effective March 20, 2014 (hereinafter the "Effective Date"), is made by **Seller, Inc.**, a Delaware corporation (formerly known as Three Dog Bakery, Inc.) having a place of business at 1843 N. Topping Avenue, Kansas City, MO 64120 (hereinafter "Assignor") and delivered to, and in favor of, **Three Dog Bakery, LLC**, a Delaware limited liability company having a place of business at 1843 N. Topping Avenue, Kansas City, MO 64120 (hereinafter "Assignee"). Each of the Assignor and Assignee are also referred to herein as a "Party" and collectively as the "Parties."

WITNESSETH:

WHEREAS, Assignor owns all right, title and interest in the trade marks found and described on the attached **Exhibit A** (hereinafter referred to as the "Marks");

WHEREAS, Assignor and Assignee have entered into that certain Asset Purchase Agreement, dated as of the Effective Date (the "APA");

WHEREAS, pursuant to the APA, the Assignor desires to assign to the Assignee all of the Assignor's right, title and interest in and to the Marks, together with the goodwill of the business, symbolized by the Marks, and the Assignee desires to consent to such assignment on the terms and conditions in the APA and below.

NOW, THEREFORE, in consideration of the mutual promises contained in the APA and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. Assignor hereby sells, assigns, grants and transfers over to Assignee, and Assignee hereby accepts, as of the Effective Date, Assignor's entire right, title and interest in the Marks throughout the world, as set forth on the attached Exhibit A, together with the goodwill of the business symbolized by the Marks and all rights at common law; any business activities relating to such Marks; and any causes of action for any past, present or future infringement of the Marks.

2. This Assignment may be amended, supplemented or modified only by a written instrument duly executed by each Party hereto. If any provision of this Assignment is held to be illegal, invalid or unenforceable under any present or future law, and if the rights or obligations of any Party under this Assignment will not be materially and adversely affected thereby, (a) such provision will be fully severable, (b) this Assignment will be construed and enforced as if such illegal, invalid or unenforceable provision had never comprised a part hereof, (c) the remaining provisions of this Assignment will remain in full force and effect and will not be affected by the illegal, invalid or unenforceable provision or by its severance herefrom, and (d) in lieu of such illegal, invalid or unenforceable provision, there will be added automatically as a part of this Assignment a legal, valid and enforceable provision as similar to the terms of such illegal, invalid or unenforceable provision as may be possible and reasonably acceptable to the Parties.

3. This Assignment shall be binding upon, inures to the benefit of and is enforceable by the Parties hereto and their respective heirs, successors and assigns.

4. This Assignment shall be governed by, and construed in accordance with, the laws of the State of Delaware without giving effect to any choice or conflict of law provision or rule (whether of the state of Delaware or any other jurisdiction) that would cause the application of the Laws of any jurisdiction other than the State of Delaware.

5. Headings herein are provided for the convenience of reference only and shall not be deemed to constitute a part hereof.

6. This Assignment may be executed in counterparts (including executed counterparts delivered and exchanged by facsimile or electronic transmission), each of which shall be deemed an original, and all of which together shall constitute but one and the same instrument.

[Signed and acknowledged on next two pages.]

EXHIBIT A – Schedule 1

Registered Trademarks – United States

Mark	Appln. No.	Reg. No.
ASSORT"MUZZ"	77/899,524	3825061
Assort"Muzz"	77/899,932	3938822
BAKERY BLEND	75/541,486	2363797
BAKE TO NATURE	77/896,004	3932270
BARK 'N FETCH	75/387,403	2204009
BEAGLE BAGELS	76/219,444	2812088
"BEG"-ALS	77/897,057	3932280
Beg-als	77/897,122	3938806
BIG SCARY KITTIES	74/674,826	1976440
BITES 'N BITS	85/170,279	3972136
BITTY BITES	77/661,600	3785822
BOUNTIFUL BASKET	77/766,256	3832886
DOG'S NIGHT OUT	78/928,129	3469704
DOGALOG	77/592,529	3622860
DOTTIE'S SPOTS	75/823,610	2373039
ENTRÉE FOR DOGS	76/392,723	2749639
FETCH IT! STICKS	76/510,532	3395217
FUR DI VINE COLLECTION	77/422,036	3533626
GRACIE'S GARDEN	77/661,568	3785821
GRACIE'S GOURMET	77/896,132	3909959
IT'S A DOG'S LIFE	77/729,493	3917638

ITTY BITTY BONES	75/824,351	2471083
ITTY BITTY SCARY KITTIES	75/824,358	2467206
JUMP 'N SIT BITS	74/674,048	1978181
LICKETY-SPLIT	75/554,843	2363209
LICK'N CRUNCH!	78/968,801	3,261,149
LICK'NCRUNCH!	76/481,651	2,867,563
MILLIE'S BAKERY FOR DOGS	77/765,444	3,827,054
MILLIE'S BAKERY FOR DOGS	77/765,533	3,833,600
NATURAL MEALS FORTIFIED WITH VITAMINS AND MINERALS GRACIE'S GOURMET READY TO EAT ENTREES FOR DOGS	77/896,204	3,968,448
People-Worthy Products ...for Pets	77/422,133	3,536,473
POOCH SMOOCHES	77/188,205	3,460,590
PUPCAKES	74/674,819	1,976,436
ROLL-OVER REWARDS	77/896,642	3,909,961
Roll-OVER Rewards	77/896,808	3,909,962
rrrRRRibs	77/422,666	3,515,990
STARBITES	77/897,256	3,884,217
StarBites	77/897,298	3,884,218
"Sweet"hearts	77/897,391	3,938,808
"SWEET"HEARTS	77/897,363	3,938,807
THREE DOG BAKERY	75/138,792	2,081,409
THREE DOG BAKERY	77/845,825	4,042,605

THREE DOG BAKERY THE BAKERY FOR DOGS	74/674,922	2,021,727
THREE DOG BAKERY THE BAKERY FOR DOGS	74/674923	1,971,349
TUMMY RUB CLUB	76/242,070	2,542,926
ULTI "MUTT" SPOTS	77/073,315	3,472,951
WE PITY THE KITTIES	76/169,675	2,567,033
"WOOF"ERS	77/899,491	3,991,618
"Woof"ers	77/899,139	3,991,617
YAPPUCCINO	85/580,303	4,233,930

EXHIBIT A – Schedule 9

Non-Registered Trademarks

Mark	Appln. No.	Reg. No.
BANANA MUTT CAKE		
BASSET BONES		
BEASTRO BISCOTTI		
BEG NOG LATTÉ	86/173,421 (US)	
BEGGIN FOR S'MORES		
BISCUITS		
BONE TO BE WILD		
BOSTON TERRIER CREAM PIE		
BOW WOW BOB BONS		
BOXER BROWNIES		
CLASSIC CREMES		
CLASSIC WAFERS		
COLLIE CANNOLI		
DINO BONE		
DOTTIE'S DIPPED DELIGHTS		
DROOLY DREAM BARS		
EASTER BEGG		
GET BAKED WITH THREE DOG BAKERY		
GROWLNOLA BARS		
GROWL-O-WEEN COOKIES		

GRRRAND ASSORTMUTT DOG TREAT		
HOME FOR THE HOLI-DOGS!		
HOOFERS		
IT'S NOT PET FOOD, IT'S FOOD FOR PETS!		
ITTY BITTY BAGELS		
LABRADOR LOAF		
LEAVE NO MAN BEHIND, LEAVE NO PET BEHIND		
MINIATURE BISCUITS		
"MUTT"AROONS		
NEOPAWLATIN SUNDAE		
PAWLINES		
PAW-TY MIX		
PB&J SQUARES		
PEANUT BRINDLE		
PEANUT MUTTER COOKIES		
P*NUTTY PRETZELS		
PET-IT-FOURS		
POOCH PRETZELS		
PUP-KIN PIE		
PUP-KIN SPICED LATTÉ	86/173,317 (US)	
PUP-PERMINT MOCHA	86/173,551 (US)	

PUPPERMINT PATTIES		
PUPTARTS		
PUPPY KISSES		
RACK o'rrrRRRibs		
ROLLOVERS		
RUFFLES		
SARAH JEAN'S SWEET DREAM SAMPLER		
SNICKERDOODLES – MINIATURE BISCUITS		
SNICKERPOODLES		
SPITZ SPRITZ		
SPRINGER SPANIEL SPRINKLES		
TERRIER TWISTS		
WAG-A-MELON COOKIE		