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06-30-1998

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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100750569

To the Honorable Commissioner of Patents and Trademarks

Original documents or copy thereof.

1. Name of conveying party(ies):

Mardel Laboratories, Inc.

- Individual(s)
- General Partnership
- Corporation - Delaware
- Other
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies):

Name: St. JON Laboratories, Inc.

Internal Address: \_\_\_\_\_

Street Address: 1656 West 240th Street

City: Harbor City State: CA ZIP: 90710

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership

Corporation State California

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

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 3, 1998

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

A. Trademark Application No. (s)

B. Trademark registration No. (s)

A.C.T. 1,926,200

Additional numbers attached?  Yes  No

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

Name: Lynne Benson

Internal Address: DYER ELLIS & JOSEPH

Street address: 600 New Hampshire Ave. NW, Suite 1100

City: Washington State: DC ZIP: 20037

6. Total number of application and registrations involved:

62

7. Total fee (37 CFR 3.41):

\$ 1,565

- 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

06/29/1998 BCOATES 00000120 1926200

01 FC: 401  
02 FC: 402

40.00 OP  
1925.00 OP

I, the undersigned, declare that the foregoing information is true and correct and any attached copy is a true copy of the original document.

Robert J. Elfanbaum

Name of Person Signing

Robert J. Elfanbaum  
Signature

6/3/98  
Date

Total number of pages comprising cover sheet:

4

Mail documents to be recorded with required cover sheet information to:

Assistant Commissioner for Trademarks  
Box Assignments  
2900 Crystal Drive  
Arlington, VA 22202-8513

TRADEMARK  
REEL: 1745 FRAME: 0811

**SCHEDULE I**

**ADDITIONAL TRADEMARK REGISTRATIONS**

Page 1 of 3

<u>NAME</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
ACCIDENTS HAPPEN	1,665,393	11/19/91
AQUALAB	1,500,368	08/16/88
AQUALAB	2,032,093	01/21/97
ASK YOUR PET SHOP WHY	1,879,021	02/14/95
BIG BIX	1,981,654	06/18/96
BOOMERS	1,878,263	02/07/95
BRITE N' CLEAR	1,362,760	10/01/85
BRITE N' SHINE	1,427,979	02/03/87
BUFFER-UP	1,608,688	08/07/90
BULLSEYE	2,076,033	07/01/97
CAGEGUARD	1,441,004	06/02/87
COPPERSAFE	1,453,782	08/25/87
CRITTER FRESH	1,909,686	08/08/95
CRITTER NEST	1,899,101	06/13/95
CRITTER VITES	1,889,584	04/18/95
CRITTER VITES PLUS	1,925,033	10/10/95
DERMASHELL	1,811,810	12/21/93
DRITAIL	1,467,935	12/08/87
FORMULA C/P	1,842,640	07/05/94
FORMULA V/M/A	1,864,504	11/29/94
FURABASE	1,388,785	04/08/86
FURAZITE	1,392,090	05/06/86
HERPCARE	2,068,027	06/03/97
ISOREP	1,811,812	12/21/93

<u>NAME</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
KITTYSTARS	1,867,749	12/13/94
M AND DESIGN	1,485,919	04/26/88
MAR CHLOR	1,932,877	11/07/95
MARACIDE	1,466,915	12/01/87
MARACYN	921,839	10/12/71
MARACYN-TWO	1,451,743	08/11/87
MAROXY	1,435,277	04/07/87
MARPLEX	1,601,718	06/19/90
MITEGUARD	1,850,168	08/16/94
MULTIPET	1,464,227	11/10/87
NUTRIBIX	1,974,319	05/14/96
OCEAN BUFFET	1,687,293	05/12/92
OCEANSNAX	1,693,415	06/09/92
ODOR DISPOSERS	1,304,345	11/06/84
ORNABAC	1,284,948	07/10/84
ORNACYCLINE	1,441,005	06/02/87
ORNACYN	1,464,226	11/10/87
ORNACYN-PLUS	1,284,949	07/10/84
ORNALYTE	1,394,614	05/27/86
ORNASCALE	1,689,496	05/26/92
PETRX	1,807,837	11/30/93
PH-GUARD	1,609,503	08/14/90
PROMOLT	1,811,811	12/21/93
ROLLERS	1,865,386	11/29/94
SEA BITS	1,684,868	04/28/92
SEABOND	1,849,751	08/16/94
SEASNAX	1,683,474	04/14/92

<u>NAME</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
STAY	1,441,742	06/09/87
TANK HARD +	2,053,530	04/15/97
TANK SOFT	2,049,908	04/01/97
TANKSAFE	1,453,783	08/25/87
THYROIDINE	1,814,672	01/04/94
ULTRA SHIELD	1,885,740	03/28/95
VITAFLIGHT	1,313,051	01/08/85
WATERS OF THE WORLD	2,031,113	01/14/97
WHEN YOU CARE FOR PETS	1,325,091	03/12/85
WOUND RX	1,822,265	02/22/94

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TRADEMARK  
REEL: 1745 FRAME: 0814

## ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS is made this 14<sup>th</sup> day of May, 1998, by MARDEL LABORATORIES, INC. ("Assignor"), a Delaware corporation, with its principal office and place of business at 1958 Brandon Court, Glendale Heights, Illinois 60139, in favor of ST. JON LABORATORIES, INC. ("Assignee"), a California corporation, with its principal office and place of business at 1656 West 240th Street, Harbor City, California 90710.

WHEREAS, Assignor has adopted, used and is using the trademarks set forth in Schedule 1 attached hereto (the "Trademarks");

WHEREAS, Assignor and Assignee are parties to that certain Agreement and Plan of Reorganization dated May 14, 1998 pursuant to which Assignor will be merged with and into Assignee;

WHEREAS, Assignor has agreed to transfer to Assignee the Trademarks as part of the entire business to which the marks pertain as required by 15 U.S.C. §1060; and

WHEREAS, Assignee, as the successor of the ongoing and existing business of Assignor to which the Trademarks pertain, desires to acquire the Trademarks.

NOW, THEREFORE, in consideration of the premises, and the mutual covenants, terms and conditions contained herein, the parties hereto agree as follows:

1. Assignment of Trademarks. Assignor hereby assigns unto Assignee, and Assignee hereby accepts, all right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized thereby.

2. Governing Law. This Assignment shall be governed by and construed in accordance with the laws of the State of California.

3. Counterparts. This Assignment may be executed and delivered, including execution and delivery by facsimile transmission, in counterparts, each of which shall be deemed an original and together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have executed this Assignment as of the day and year first above written.

MARDEL LABORATORIES, INC.

ATTEST: Catherine Kestermann

Robert J. Eifanbaum  
Name: Robert J. Eifanbaum  
Title: Vice President

ST. JON LABORATORIES, INC.

ATTEST: Catherine Kestermann

Robert J. Eifanbaum  
Name: Robert J. Eifanbaum  
Title: Vice President