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06-30-1998

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commissioner of

100750570

... documents or copy thereof.

1. Name of conveying party(ies):
Zema Corporation

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

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
 Other _____

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) & addresses(es) attached? Yes No

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 3, 1998

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

A. Trademark Application No. (s)
EZ EATER 75/341,296
VITA-ADD 75/341,295
KITTYDENT 75/326,874

B. Trademark registration No. (s)
~~EZ EATER 75/341,296~~

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: 17

7. Total fee (37 CFR 3.41): ~~\$150~~ 465.00 *E*
 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

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Robert J. Eifenbaum
Name of Person Signing

Robert J. Eifenbaum
Signature

6/3/98
Date

Total number of pages comprising cover sheet: 2

Mail documents to be recorded with required cover sheet information to: Assistant Commissioner for Trademarks
Box Assignments
2900 Crystal Drive
Arlington, VA 22202-8513

06/29/1998 INCORTES 00000119 75341296

01 FC:481
02 FC:482
03 FC:998

40.00 DP
400.00 DP
22.00 DP

TRADEMARK
REEL: 1746 FRAME: 0348

SCHEDULE I

ADDITIONAL TRADEMARK REGISTRATIONS

Page 1 of 1

<u>NAME</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
DOG BREATH	1,277,491	05/08/84
EQUITEC	1,998,570	09/03/96
GLOSSY COAT	1,848,959	08/09/94
LATHER-PACK	2,025,803	12/24/96
PET LOGS	1,662,967	10/29/91
PRO-ZEMA	1,526,464	02/28/89
PULVEX	1,902,294	07/04/95
PULVEX CHRYSANTHEMUM EXTRACT	2,006,702	10/08/96
SHUN	698,781	06/07/60
SPOT NOT	1,817,660	01/25/94
VITA-VURA	2,031,022	01/14/97
ZEMA	1,317,566	02/05/85
ZEMA	883,989	01/13/70
ZEMA KIL-A-MITE	1,435,257	04/07/87

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TRADEMARK
REEL: 1746 FRAME: 0349

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS is made this 14th day of May, 1998, by ZEMA CORPORATION ("Assignor"), a Delaware corporation, with its principal office and place of business at 6514 Chapel Hill Road, Raleigh, North Carolina 27607, 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 intends to use the trademarks set forth in Schedule 1 attached hereto in commerce and has filed applications with the United States Patent and Trademark Office indicating that intention (the "Trademark Applications"), but has not yet filed a Statement of Use under §1(d) of The Trademark Act of 1946, as amended;

WHEREAS, Assignor has adopted, used and is using the trademarks set forth in Schedule 2 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 Trademark Applications and Trademarks as part of the entire business to which the Trademark Applications and Trademarks 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 Trademark Applications and Trademarks pertain, desires to acquire the Trademark Applications and 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 Trademark Applications and Trademarks. Assignor hereby assigns unto Assignee, and Assignee hereby accepts, all right, title and interest in and to the Trademark Applications and 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.

ZEMA CORPORATION

ATTEST: *Catherine Klostermann*

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

ST. JON LABORATORIES, INC.

ATTEST: *Catherine Klostermann*

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

ZEMA CORPORATION
SCHEDULE 1

Page 1 of 1

<u>NAME</u>	<u>APPLICATION NUMBER</u>	<u>FILING DATE</u>
EZ EATER	75/341,296	07/24/97
KITTYDENT	75/326,874	07/18/97
VITA-ADD	75/341,295	07/24/97

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TRADEMARK
REEL: 1746 FRAME: 0352

**ZEMA CORPORATION
SCHEDULE 2**

Page 1 of 1

<u>NAME</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
DOG BREATH	1,277,491	05/08/84
EQUITEC	1,998,570	09/03/96
GLOSSY COAT	1,848,959	08/09/94
LATHER-PACK	2,025,803	12/24/96
PET LOGS	1,662,967	10/29/91
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ZEMA	883,989	01/13/70
ZEMA KIL-A-MITE	1,435,257	04/07/87

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RECORDED: 06/03/1998

TRADEMARK
REEL: 1746 FRAME: 0353