

07-09-1998

RECEIVED
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Tab settings



Attached original documents or copy thereof.

To the Honorable Commissioner of Pa

100758571

1. Name of conveying party(ies):

Pet Specialties, Inc.
900 Market Street, Suite 300
Wilmington, DE 19801

- Individual(s)
- General Partnership
- Corporation-State - Tennessee
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

MRD 6-18-98

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

Execution Date: June 11, 1998

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

Name: Afton Capital, Inc.

Internal Address:

Street Address: 24040 Camino Del Avion
#A-304

City: Dana Point State: CA ZIP: 92629

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Texas
- Other

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

(Designations must be a separate document from Assignment)

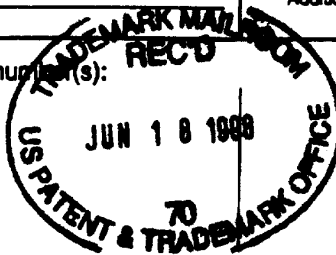
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,973,441



Additional numbers attached? Yes No

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

Name: Michael J. Harbers, Esq.

Internal Address: Boulton, Cummings, Connors
& Berry, PLC

Street Address: 414 Union Street, Suite
1600

City: Nashville State: TN ZIP: 37219

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

07/09/1998 BNGUYEN 00000012 1973441

DO NOT USE THIS SPACE

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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.

Michael J. Harbers

Name of Person Signing

Signature

June 16, 1998

Date

Total number of pages comprising cover sheet:

1

TRADEMARK ASSIGNMENT AGREEMENT

THIS TRADEMARK ASSIGNMENT AGREEMENT (the "Agreement), effective as of June 10, 1998, (the "Effective Date") is made by and between **PET SPECIALTIES, INC.**, a Delaware corporation located at 900 Market Street, Suite 300, Wilmington, Delaware 19801 (formerly located at 24843 Del Prado, Suite 313, Dana Point, California 92629) ("Assignor"); and **AFTON CAPITAL, INC.**, a Texas corporation located at 24040 Camino Del Avion, #A-304, Dana Point, California 92629 ("Assignee").

WITNESSETH:

WHEREAS, Assignor has adopted, used and registered the trademark listed below

U.S. Registration No. 1,973,441 for "CARNIVORE"
Korean Registration No. 357951 for "CARNIVORE"; and

WHEREAS, Assignor has agreed to assign and Assignee has agreed to acquire all of Assignor's right, title and interest in and to the Mark, both registered and common law, the goodwill of the business symbolized thereby, and the right to recover damages and profits for past infringement thereof;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Assignor hereby assigns, transfers and conveys unto Assignee all of Assignor's right, title and interest in and to the Mark, both registered and common law, the goodwill of the business symbolized thereby, and the right to recover damages and profits for past infringement thereof,

2. This Agreement shall be governed by and construed in accordance with the laws of the United States of America.

IN WITNESS WHEREOF, Assignor has caused its duly authorized representative to execute this Assignment effective as of the date first above written.

PET SPECIALTIES, INC.

By: Joan Dobrzynski
Joan Dobrzynski, Vice President

AFTON CAPITAL, INC.

By: _____
Anan Anabtawi, President

STATE OF DELAWARE)
COUNTY OF New Castle)

Before me, the undersigned, a Notary Public, duly commissioned, qualified and acting, the within named Joan Dobryznski, who stated that she is the Vice President of PET SPECIALTIES, INC., a Delaware corporation, and is duly authorized in her capacity to execute the foregoing instrument for and in the name and on behalf of said corporation, and further stated and acknowledged that she had so signed, executed and delivered said foregoing instrument for consideration, uses and purposes therein mentioned and set forth.

10th IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal on this day of June, 1998.

[Signature]
NOTARY PUBLIC

My Commission Expires: 5/3/2001

2. This Agreement shall be governed by and construed in accordance with the laws of the United States of America.

IN WITNESS WHEREOF, Assignor has caused its duly authorized representative to execute this Assignment effective as of the date first above written.

PET SPECIALTIES, INC.

By: _____
Joan Dobrzynski, Vice President

AFTON CAPITAL, INC.

By: _____
Anan Anabtawi, President

STATE OF DELAWARE)
COUNTY OF _____)

Before me, the undersigned, a Notary Public, duly commissioned, qualified and acting, the within named Joan Dobrynski, who stated that she is the Vice President of PET SPECIALTIES, INC., a Delaware corporation, and is duly authorized in her capacity to execute the foregoing instrument for and in the name and on behalf of said corporation, and further stated and acknowledged that she had so signed, executed and delivered said foregoing instrument for consideration, uses and purposes therein mentioned and set forth.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal on this _____ day of June, 1998.

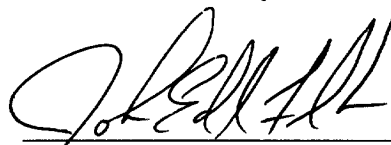
NOTARY PUBLIC

My Commission Expires: _____

STATE OF CALIFORNIA)
)
COUNTY OF ORANGE)

Before me, the undersigned, a Notary Public, duly commissioned, qualified and acting, the within named Anan Anabtawi, who stated that he is the President of AFTON CAPITAL, INC., a Texas corporation, and is duly authorized in his capacity to execute the foregoing instrument for and in the name and on behalf of said corporation, and further stated and acknowledged that he had so signed, executed and delivered said foregoing instrument for consideration, uses and purposes therein mentioned and set forth.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal on this 11 day of June, 1998.



NOTARY PUBLIC

My Commission Expires: 4/23/99

