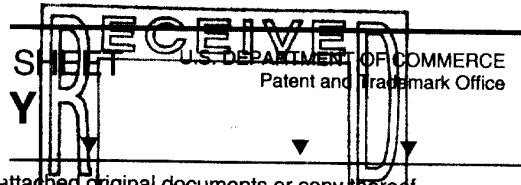


MPO 628-98

FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

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07-13-1998



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To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies):

Gaines Pet Foods, Corp.

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

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

2. Name and address of receiving party(ies)

Name: Star-Kist Foods, Inc.

Internal Address:

Street Address: One Riverfront Place

City: Newport State: KY ZIP: 41071

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

3. Nature of conveyance:

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

Execution Date: May 19, 1998

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

A. Trademark Application No (s)

B. Trademark Registration No.(s)

See Schedule A attached

Additional numbers attached? Yes No

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

Name: Lori K. Tylinski, Esq.

Internal Address: H. J. Heinz Company

P. O. Box 57

Pittsburgh, PA 15230

Street Address: 1062 Progress Street

Pittsburgh, PA 15230

City: State: ZIP:

6. Total number of applications and registrations involved: 16

7. Total fee (37 CFR 3.41).....\$ 415.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

08-1631

(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.

Lori K. Tylinski

Name of Person Signing

Signature

6/22/98

Date

Total number of pages including cover sheet, attachments, and document: 7

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SCHEDULE A

TRADEMARKS REPORT					DATE 05/07/1998	PG. 1
MATTER#	COUNTRY	FILED	APPL#	REGISTERED	REG#	STATUS
<b>GAINES PET FOODS COR</b>						
<b>CYCLE</b>						
T01510US0	UNITED STATES	05/28/1970	72/361,119	04/13/1971	911,290	REGISTERED
	46 - Dog food.					
<b>DOG IN STATUETTE DESIGN</b>						
T01515US0	UNITED STATES	08/01/1980	272,570	05/25/1982	1,196,508	REGISTERED
	GOODS: 42 - Promoting the interests of dog breeders, handlers, veterinarians, and writers through the presentation of					
<b>GAINES &amp; DOG IN CIRCLE DESIGN</b>						
T01521US0	UNITED STATES	03/27/1978	163,672	03/27/1979	1,115,769	REGISTERED
	GOODS: 31 - Dog food.					
<b>GAINES &amp; RUNNING DOG IN DESIGN</b>						
T01525US0	UNITED STATES	04/08/1959	71,109	10/27/1959	687,329	REGISTERED
	GOODS: 46 - Dog food.					
<b>GAINES (STYLIZED)</b>						
T01519US0	UNITED STATES	06/10/1950	71/598,907	07/31/1951	546,067	REGISTERED
	GOODS: 46 - Dog food.					
<b>GAINES PLUS</b>						
T01527US0	UNITED STATES	09/06/1977	139,980	05/30/1978	1,092,449	REGISTERED
	GOODS: 31 - Dog food.					
<b>GAINES PRIME</b>						
T01528US0	UNITED STATES	03/01/1957	25,338	07/25/1961	718,996	REGISTERED
	GOODS: 46 - Dog food having as ingredients thereof meat by-products, soybean and other grains or vegetables, bo					
<b>GAINES-BURGERS</b>						
T01522US0	UNITED STATES	10/19/1961	130,281	06/12/1962	732,817	REGISTERED
	GOODS: 46 - Dog food.					
<b>GAINES-PATTIES</b>						
T01526US0	UNITED STATES	01/25/1965	72/210,555	11/08/1966	818,354	REGISTERED
	GOODS: 46 - Cat food.					
<b>GAINES-WICHES</b>						
T01530US0	UNITED STATES	12/23/1981	343,047	05/24/1983	1,239,668	REGISTERED
	GOODS: 31 - Dog food.					
<b>GRAVY TRAIN</b>						
T01531US0	UNITED STATES	03/05/1989	68,990	04/05/1960	695,774	REGISTERED
	GOODS: 46 - Dog food.					
<b>NUTRITION...FOR THE LIFE OF YOUR DOG</b>						
T01534US0	UNITED STATES	07/16/1979	189,660	10/16/1979	1,126,121	REGISTERED
	GOODS: 31 - Dog food.					
<b>RALLY</b>						
T01537US0	UNITED STATES	03/05/1959	68,989	07/26/1960	701,932	REGISTERED

SCHEDULE A

TRADEMARKS REPORT					DATE 05/07/1998	PG: 2
MATTER#	COUNTRY	FILED	APPL#	REGISTERED	REG#	STATUS
GOODS: 46 - Dog food.						
<b>THE CANNED DOG FOOD WITHOUT THE CAN</b>						
T01538US0	UNITED STATES	05/29/1969	289,749	08/26/1969	875,845	REGISTERED
GOODS: 46 - Dog food.						
T01539US0	UNITED STATES	09/20/1977	141,923	04/24/1979	1,116,924	REGISTERED
GOODS: 31 - Dog food.						
<b>WESTERN GRILLE</b>						
T01541US0	UNITED STATES	06/25/1968	301,339	04/01/1969	867,650	REGISTERED
GOODS: 46 - Dog food.						
<b>END OF REPORT</b>						

UNITED STATES OF AMERICA

ASSIGNMENT

WHEREAS, Gaines Pet Foods, Corp., a Delaware corporation, with offices located at One Riverfront Place, Newport, Kentucky 41071, U.S.A., is the owner of certain trademark registrations in the United States, a list of which is attached hereto as Schedule A; as well as other unregistered common law trademarks, trade dress and label designs; and

WHEREAS, Star-Kist Foods, Inc., a California corporation, with offices located at One Riverfront Place, Newport, Kentucky 41071, U.S.A., is desirous of acquiring all right, title and interest in and to the trademark registrations in the United States, unregistered common law trademarks, trade dress and label designs including the goodwill of the business connected with the use thereof and symbolized thereby;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Gaines Pet Foods Corp. does hereby assign unto Star-Kist Foods, Inc. all right, title and interest in and to the trademark registrations in the United States set forth in Schedule A and to the unregistered common law trademarks, trade dress and label designs utilized with the registered trademarks together with any goodwill of the business symbolized thereby.

Gaines Pet Foods Corp. agrees to execute any and all additional documents that may be necessary from time to time to perfect and record title to the trademark registrations in the United States in Star-Kist Foods, Inc. and to carry out the intent of this Assignment.

Dated this 19th day of May, 1998, effective as of May 19, 1998.

**GAINES PET FOODS CORP.**

(Corporate seal)

By: John Runkel  
Name: John Runkel  
Vice President, CFO &  
Title: Assistant Secretary

**STAR-KIST FOODS, INC.**

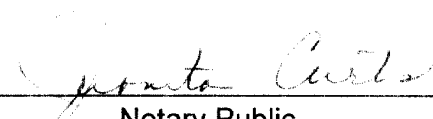
(Corporate seal)

By: Stephen D. Reyburn  
Name: Stephen D. Reyburn  
Title: Treasurer/Assistant Secretary

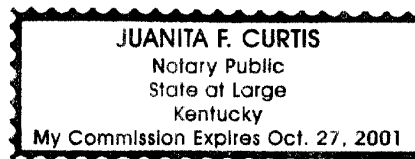
**ASSIGNOR'S CORPORATE ACKNOWLEDGEMENT**

(Campbell County)  
Kentucky ) SS:  
)

On this 19th day of May, 1998, personally appeared John Runkel, to me known, who, being by duly sworn, did depose and say that he is the Vice President, CFO & Assistant Secretary of the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the said seal affixed to said instrument is such corporate seal; that it was affixed by order of the Board of Directors of said corporation and that he signed her name thereto by like order.

  
\_\_\_\_\_  
Notary Public

(Notarial Seal)



**ASSIGNEE'S CORPORATE ACKNOWLEDGEMENT**

Campbell County )  
Kentucky ) SS:

On this 19th day of May, 1998, personally appeared Stephen D. Reyburn, to me known, who, being by duly sworn, did depose and say that he is the Treasurer/Assistant Secretary of the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the said seal affixed to said instrument is such corporate seal; that it was affixed by order of the Board of Directors of said corporation and that he signed his name thereto by like order.

*Juanita Curtis*  
\_\_\_\_\_  
Notary Public

(Notarial Seal)

