

08-13-1998



FORM PTO-1994
1-31-92

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TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Attorney Docket No. 80997.06764

Address to: Commissioner of Patents and Trademarks, Box Assignments,
Washington, D.C., 20231

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

MRD 8-10-98

1. Name of conveying party(ies): Pet Specialties, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: Delaware
 Other

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

2. Name and Address of receiving party(ies):
Name: Texas Farm Products Company
Internal Address:
Street Address: 915 South Fredonia Street
City: Nacogdoches State: Texas Zip: 75961
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State: Texas
 Other

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

Execution Date: June 3, 1998

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

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) See Attached List

B. Trademark registration No.(s) See Attached List

Additional Numbers attached? Yes No

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

Name: Deborah B. Crenshaw

Internal Address:

Street Address:
Thompson & Knight, P.C.
1700 Pacific Avenue, Suite 3300

City: Dallas State: Texas Zip: 75201

6. Total number of applications and registrations involved: 7 (seven)

7. Total Fee (37 CFR 3.41): \$190.00
(payable to Commissioner of Patents and Trademarks)

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

Please charge any excess fees that are not covered in the enclosed check to Account No. 20-0821 of Thompson & Knight, P.C.

(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.

Deborah B. Crenshaw
Name of Person Signing

Deborah B. Crenshaw
Signature

8/10/98
Date

01/13/1998 DNGUYEN 00000007 1397050

Total number of pages comprising cover sheet

2

FC:481 40.00 OP

FC:482 150.00 OP

80997 06764 CRP 199670

OMB No 0651-0011

TRADEMARK
REEL: 1767 FRAME: 0644

Attachment A to Trademark Recordation Form PTO-1994

Conveying Party: Pet Specialties, Inc.
Receiving Party: Texas Farm Products Company

| Mark | Registration Number | Goods |
|----------------|---------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|
| CLINICAL DIETS | 1,397,050 | Pet food, namely dog food and cat food in Int'l Class 31. |
| ANF | 1,383,921 | Caloric dietary feed supplement for animals in the form of chicken fat. Pet food, namely dog food, cat food and pet treats in Int'l Classes 5 and 31. |
| ANF | 1,156,576 | Dog food in Int'l Class 31. |

Pending Federal Trademark Applications

| Mark | Serial Number | Goods |
|----------------------------|---------------|--------------------------------------------|
| ADVANCE | 74/699,811 | Pet food and pet snacks in Int'l Class 31. |
| ADVANCED NUTRITION FORMULA | 75/459,593 | Pet foods in Int'l Class 31. |
| O2FREE | 75/247,771 | Pet foods in Int'l Class 31. |
| VACPAC | 75/247,772 | Pet foods in Int'l Class 31. |

80997 06764 CORP 201539

TRADEMARK ASSIGNMENT AGREEMENT

THIS TRADEMARK ASSIGNMENT AGREEMENT (this "Agreement"), effective as of June ____, 1998, (the "Effective Date") is made by and between PET SPECIALTIES, INC., a Delaware corporation located at 900 Market Street, Wilmington, Delaware 19801 ("Assignor"); and TEXAS FARM PRODUCTS COMPANY, a Texas corporation located at 915 South Fredonia Street, Nacogdoches, Texas 75961 ("Assignee").

WITNESSETH:

WHEREAS, Assignor has adopted and used and in certain cases registered or applied for registration of the trademarks listed on Exhibit A to this Agreement in connection with the goods listed thereon (the "Marks"); 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 Marks, both registered and common law, the goodwill of the business symbolized thereby, and the right to recover damages and profits for past infringement thereof;

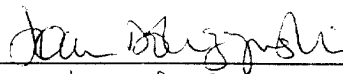
NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

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

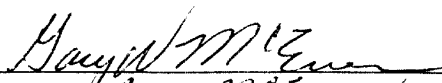
2. This Agreement shall be governed by and construed in accordance with the laws of the United States of America and of the State of Texas.

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: 
Name: JOAN DOBRZYNSKI
Title: VICE PRESIDENT

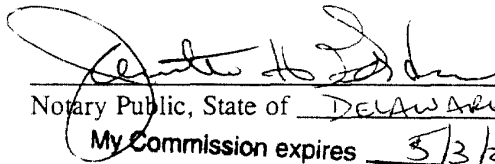
TEXAS FARM PRODUCTS COMPANY

By: 
Name: GARY MCEWEN
Title: VICE PRESIDENT

STATE OF Delaware §
COUNTY OF New Castle §
§

On this day, before me, the undersigned, a Notary Public, duly commissioned, qualified and acting, the within named Joan Debrzynski, who stated that he was the Vice President of PET SPECIALTIES, INC., a Delaware corporation, and was duly authorized in his capacity to execute the foregoing instrument for and in the name and behalf of said corporation, and further stated that 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 21st day of June, 1998.


Notary Public, State of DELAWARE
My Commission expires 3/3/2001

STATE OF TEXAS §
COUNTY OF WALDOUGH §
§

On this day, before me, the undersigned, a Notary Public, duly commissioned, qualified and acting, the within named GARY W. McELEN, who stated that he was the VICE PRESIDENT of TEXAS FARM PRODUCTS COMPANY, a Texas corporation, and was duly authorized in his capacity to execute the foregoing instrument for and in the name and behalf of said corporation, and further stated that 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 22nd day of June, 1998.

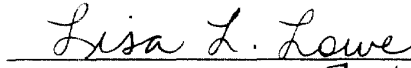

Notary Public, State of Texas



EXHIBIT A TO TRADEMARK ASSIGNMENT AGREEMENT

TRADEMARKS OWNED BY PET SPECIALTIES, INC.

| COUNTRY | MARK (INT'L CLASS) | GOODS/SERVICES | SERIAL/REG. NUMBER | REG. DATE/FILE DATE |
|-----------|-----------------------|---------------------------------|--------------------|---------------------|
| Argentina | ANF ¹ | | | |
| Australia | ANF (Int'l Class 31) | Foodstuffs for animals | 528,828 | 02/14/90 |
| Austria | ANF (Int'l Class 31) | Food for animals, feeding stuff | 131,110 | 06/08/90 |
| Austria | TAMI (Int'l Class 31) | Food for animals, feeding stuff | 131,425 | 06/26/90 |
| Bahamas | ANF (Int'l Class 42) | Foodstuffs for animals | 14,066 | 05/28/90 |
| Bahamas | TAMI (Int'l Class 42) | Foodstuffs for animals | 14,065 | 05/28/90 |
| Benelux | ANF (Int'l Class 31) | Foodstuffs for animals | 476,745 | 07/11/90 |
| Benelux | ANF (Int'l Class 31) | Foodstuffs for animals | 532,143 | 06/30/93 |

¹ Foreign associate authorized to file application on 4/16/98.

| COUNTRY | MARK (INT'L CLASS) | GOODS/SERVICES | SERIAL/REG. NUMBER | REG. DATE/ FILE DATE |
|---------|------------------------------------|----------------------------------------------------------|--------------------|----------------------|
| Benelux | TAMI (Int'l Class 31) | Foodstuffs for animal | 480,397 | 01/02/91 |
| Bermuda | ANF (Int'l Class 31) ² | | 21,109 | 10/15/90 |
| Bermuda | TAMI (Int'l Class 31) ² | | 21,108 | 10/15/90 |
| Brazil | ANF (Int'l Class 31) ³ | | | |
| Canada | A.N.F. | Dog food | 285,222 | 11/25/83 |
| Canada | TAMI | Cat food | 386,448 | 07/05/91 |
| Canada | TAMIAMI | Pet food namely, cat food | 285,221 | 11/25/83 |
| Canada | TAMI-AMI & Design | Pet food namely, cat food | 286,576 | 01/06/84 |
| Chile | ANF (Int'l Class 31) ⁴ | Food for dogs and cats, food treatment for dogs and cats | 383,670 | 07/14/97 |

² This mark has expired.

³ Separate assignment executed.

⁴ Application opposed by ACF Minera Ltda.

| COUNTRY | MARK (INT'L CLASS) | GOODS/SERVICES | SERIAL/REG. NUMBER | REG. DATE/ FILE DATE |
|------------------------------------|-----------------------------------|-------------------------------|--------------------|----------------------|
| China | ANF (Int'l Class 31) | Forage for animal consumption | 827,042 | 03/28/96 |
| CTM (European Community Trademark) | ANF (Int'l Class 31) | | 803338 | 04/16/98 |
| Denmark | ANF (Int'l Class 31) | | 5519/1991 | 08/30/91 |
| Denmark | TAMI (Int'l Class 31) | | 2151/1991 | 04/12/91 |
| Dominican Republic | ANF (Nat'l Class 62) | Animal food | 60,294 | 06/15/91 |
| Dominican Republic | TAMI (Nat'l Class 62) | Animal food | 50,965 | 04/19/91 |
| Estonia | ANF (Int'l Class 31) ⁵ | | | |
| Finland | ANF (Int'l Class 31) | Foodstuffs for animals | 118,110 | 04/06/92 |
| Finland | TAMI (Int'l Class 31) | Foodstuffs for animals | 118,111 | 04/06/92 |

⁵ This application has not passed the examination procedure yet and according to the regulations of Estonian Patent Office the information related to the pending application is not available.

| COUNTRY | MARK (INT'L CLASS) | GOODS/SERVICES | SERIAL/REG. NUMBER | REG. DATE/ FILE DATE |
|-----------|---------------------------------|------------------------------------------------------------------|--------------------|----------------------|
| France | ANF (Int'l Class 31) | Pet foods | 1,575,702 | 02/15/90 |
| France | TAMI (Int'l Class 31) | Pet foods | 1,575,703 | 02/15/90 |
| Germany | ANF (Int'l Class 31) | Foodstuffs for animals, in particular for small domestic animals | 1,184,566 | 04/10/92 |
| Germany | TAMI (Int'l Class 31) | Foodstuffs for animals, in particular for small domestic animals | 1,166,519 | 10/25/90 |
| Germany | TAMIAMI (Int'l Class 31) | Foodstuffs for animals | 39,548,539 | 01/25/96 |
| Hong Kong | ANF (Int'l Class 31) | Foodstuffs for animals | 01803/94 | 8/21/92 |
| Hong Kong | TAMIAMI ⁶ | | 2461/85 | |
| Hong Kong | TAMIAMI (Stylized) ⁷ | | 2462/85 | |
| Hong Kong | TAMI ⁸ | | 4562/90 | |

⁶ This mark has expired.

⁷ This mark has expired.

⁸ This mark is abandoned.

| COUNTRY | MARK (INT'L CLASS) | GOODS/SERVICES | SERIAL/REG. NUMBER | REG. DATE/ FILE DATE |
|-----------|-------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|----------------------|
| Hungary | ANF (Int'l Class 31) | Pet food | 143,996 | 04/06/94 |
| Indonesia | ANF ⁹ | | | |
| Indonesia | TAMI | | 279,388 | 09/02/92 |
| Italy | ANF (Int'l Class 31) ¹⁰ | Agricultural, horticultural and forestry products and grains; live animals; fresh fruits and vegetables; seeds, natural plants and flowers; foodstuffs for animals, malt | 582,214 | 12/02/92 |
| Italy | TAMI (Int'l Class 31) ¹⁰ | Agricultural, horticultural and forestry products and grains; live animals; fresh fruits and vegetables; seeds, natural plants and flowers; foodstuffs for animals, malt | 582,213 | 12/02/92 |
| Jamaica | ANF ¹¹ | | 32/278 | |

⁹This application has not been filed.

¹⁰ Separate assignment executed.

¹¹ This mark is abandoned.

| COUNTRY | MARK (INT'L CLASS) | GOODS/SERVICES | SERIAL/REG. NUMBER | REG. DATE/ FILE DATE |
|-----------|----------------------------------------|----------------------------------------|--------------------|----------------------|
| Japan | ANF (Int'l Class 31) ¹² | | | |
| Japan | TAMI ¹³ | | 19312/90 | |
| Japan | TAMIAMI (Int'l Class 31) ¹⁴ | Feedstuffs and belonging to this class | 1,979,934 | 08/19/87 |
| Korea | A.N.F. (Int'l Class 1,29,30,31) | | 296,563 | 08/24/94 |
| Latvia | ANF (Int'l Class 31) | | 35,641 | 02/20/07 |
| Lithuania | ANF (Int'l Class 31) | Animal foodstuffs | 25548 | 06/21/94 |
| Macao | A.N.F. (Int'l Class 31) | | 10,203 | 06/08/94 |
| Macao | TAMI (Int'l Class 31) | | 10,202 | 11/07/97 |

¹² This mark was rejected.

¹³ This mark is abandoned.

¹⁴ This mark has expired.

| COUNTRY | MARK (INT'L CLASS) | GOODS/SERVICES | SERIAL/REG. NUMBER | REG. DATE/ FILE DATE |
|-------------|------------------------------------------|-----------------------------------------------------|--------------------|----------------------|
| Malaysia | ANF (Int'l Class 31) ¹⁵ | Foodstuffs for animals | 90/01254 | 02/22/90 |
| Malaysia | ADVANCED NUTRITION FORMULA ¹⁶ | | | |
| Malaysia | TAMI (Int'l Class 31) | Foodstuffs for animals | 90/01253 | 02/22/90 |
| Malaysia | TAMIAMI ¹⁷ | | 80/05985 | |
| Mexico | ANF (Int'l Class 31) | | 397,105 | 06/26/91 |
| Mexico | TAMI (Int'l Class 31) | | 410,897 | 04/14/92 |
| Norway | ANF (Int'l Class 31) | Foodstuffs for animals | 147,617 | 11/21/91 |
| Norway | TAMI (Int'l Class 31) | Foodstuffs for animals | 146,493 | 08/15/91 |
| Philippines | ANF (Int'l Class 31) | Pet food, namely: dog food, cat food and pet treats | 53,758 | 10/13/92 |
| Philippines | TAMI (Int'l Class 31) | Foodstuffs for animals | 52,929 | 07/15/92 |

¹⁵ This mark is abandoned.

¹⁶ Foreign associate authorized to file 5/5/98.

¹⁷ This mark is abandoned.

| COUNTRY | MARK (INT'L CLASS) | GOODS/SERVICES | SERIAL/REG. NUMBER | REG. DATE/ FILE DATE |
|-----------|-------------------------------------|------------------------|--------------------|----------------------|
| Poland | ANF (Int'l Class 31) ¹⁸ | | | |
| Russia | ANF (Int'l Class 31) | | 131.399 | 04/14/94 |
| Singapore | ANF (Int'l Class 31) | Foodstuff for animals | T92/07078A | 09/17/92 |
| Singapore | ANF 30 ¹⁹ | | 770/85 | |
| Singapore | TAMI (Int'l Class 31) ²⁰ | Foodstuffs for animals | T90/03222Z | 05/07/90 |
| Singapore | TAMI AMI ²¹ | | 2122/83 | |
| Spain | ANF (Int'l Class 31) ²² | Foodstuffs for animals | 1,580,479 | 12/05/91 |
| Spain | TAMI ²³ | | 01580478/X | |

¹⁸ This application not yet filed.

¹⁹ This mark is abandoned.

²⁰ This mark expired on May 7, 1997.

²¹ This mark is abandoned.

²² Separate assignment executed.

²³ This mark is abandoned.

| COUNTRY | MARK (INT'L CLASS) | GOODS/SERVICES | SERIAL/REG. NUMBER | REG. DATE/ FILE DATE |
|-------------|---------------------------------------------------|----------------|--------------------|----------------------|
| Sweden | ANF (Int'l Class 31) | | 227,077 | 10/11/91 |
| Sweden | TAMI ²⁴ | | 90-6810 | |
| Switzerland | ANF (Int'l Class 31) | | 380,068 | 02/14/90 |
| Switzerland | TAMI (Int'l Class 31) | | 380,069 | 04/14/90 |
| Taiwan | ANF (Int'l Class 31) | | 491,283 | 07/15/90 |
| Taiwan | TAMI (Int'l Class 31) ²⁵ | | 491,289 | 08/16/90 |
| Taiwan | TAMIAMI (Stylized) (Int'l Class 31) ²⁶ | | 295,954 | 08/15/90 |
| Taiwan | TAMIAMI (words) (Int'l Class 31) | | 295,953 | 09/01/85 |

²⁴ This mark is abandoned.

²⁵ This mark has expired.

²⁶ This mark has expired.

| COUNTRY | MARK (INT'L CLASS) | GOODS/SERVICES | SERIAL/REG. NUMBER | REG. DATE/ FILE DATE |
|-------------------|-------------------------------------------------|---------------------------------------------------------------------------|--------------------|----------------------|
| Thailand | ANF ²⁷ | | | |
| Trinidad & Tobago | ANF Advanced Nutrition Formula (Int'l Class 42) | Pet food | B15713 | 04/03/87 |
| Trinidad & Tobago | TAMIAMI (Int'l Class 42) | Pet food | 15,712 | 04/03/87 |
| United Kingdom | ANF (Int'l Class 31) ²⁸ | Foodstuffs for animals, additives and supplements for the aforesaid goods | 1,341,743 | 09/01/93 |
| United Kingdom | TAMIAMI ²⁹ | | 1,194,048 | |
| United States | ADVANCE (Int'l Class 31) | Pet food and pet snacks | 74/699,811 | 07/11/95 |
| United States | ADVANCED NUTRITION FORMULA | | 75/459,593 | 03/31/98 |

²⁷ This application has not been filed due to nondistinctiveness under Thai law.

²⁸ Separate assignment executed.

²⁹ This mark has expired.

| COUNTRY | MARK (INT'L CLASS) | GOODS/SERVICES | SERIAL/REG. NUMBER | REG. DATE/ FILE DATE |
|---------------|---------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|--------------------|----------------------|
| United States | ANF (Int'l Class 5,31) | Caloric dietary feed supplement for animals in the form of chicken fat. Pet food, namely, dog food, cat food and pet treats. | 1,383,921 | 02/25/86 |
| United States | ANF (Int'l Class 31) | Dog food | 1,156,576 | 06/02/81 |
| United States | ANF ADVANCED NUTRITION FORMULA (Int'l Class 31) ³⁰ | Dog food and pet treats | 73/601,077 | 05/27/86 |
| United States | ANF ADVANTAGE (Int'l Class 31) ³¹ | Pet food | 1,597,726 | 05/22/90 |
| United States | CLINICAL DIETS (Int'l Class 31) | Pet food, namely dog food and cat food | 1,397,050 | 06/10/86 |
| United States | Design Only (Int'l Class 31) ³² | Pet food, namely, cat food | 1,187,038 | 01/19/82 |
| United States | NATURALAPPROACH (Int'l Class 31) ³³ | Pet food | 74/189,898 | 08/09/94 |

³⁰ This mark is abandoned.

³¹ This mark has expired.

³² This mark has expired.

³³ This mark is abandoned.

| COUNTRY | MARK (INT'L CLASS) | GOODS/SERVICES | SERIAL/REG. NUMBER | REG. DATE/ FILE DATE |
|---------------|-----------------------------------------------------|---------------------------|--------------------|----------------------|
| United States | O2FREE (Int'l Class 31) | Pet foods | 75/247,771 | 02/25/97 |
| United States | TAMI AMI (FRIEND) (Int'l Class 31) ³⁴ | Pet food, namely cat food | 1,364,792 | 10/08/85 |
| United States | VACPAC (Int'l Class 31) | Pet foods | 75/247,772 | 02/25/97 |
| Venezuela | AMT (Int'l Class 31) | | 40004-24 | 01/03/90 |

³⁴ This mark has expired.