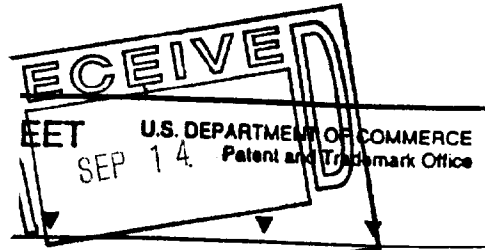


MRD REC 9.14.98

09-17-1998



100830981



Tab settings

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

1. Name of conveying party(ies):

Classic Pet Products, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Michigan National Bank Internal Address: Corporate Asset Management Dept. Street Address: 27777 Inkster Road City: Farmington Hills State: MI ZIP: 48333

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

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: August 26, 1998

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

A. Trademark Application No.(s)

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: Julia L. Spoor Internal Address: Barnes & Thornburg Street Address: 11 South Meridian St. City: Indianapolis State: IN ZIP: 46204

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

10-0435

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

DO NOT USE THIS SPACE

09/17/1998 DMBUYEN 00000069 1040782

01 FC:481 40.00 OP 02 FC:482 25.00 OP

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.

Julia L. Spoor Name of Person Signing

Julia L. Spoor Signature

9/10/98 Date

Total number of pages including cover sheet, attachments, and document: 3

Exhibit A

U.S. Assigned Trademarks

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
QUALITY CARE PLUS	1,840,782	June 21, 1994
QC+	1,840,781	June 21, 1994

ASSIGNMENT

For and in consideration of One Dollar (\$1.00) and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, CLASSIC PET PRODUCTS, INC., a Michigan corporation having a place of business at 103 South Avenue, Battle Creek, Michigan ("ASSIGNOR"), hereby assigns, sells, conveys and transfers to MICHIGAN NATIONAL BANK ("ASSIGNEE"), all rights, title and interests in and to the trademarks listed in the attached Exhibit A (the "Marks"), the registrations thereto, and the goodwill of the business in which the Marks are used, together with all claims for damages by reason of infringement, with the right to sue for and collect the same for, its own use and for the use of its successors and assigns.

ASSIGNOR: CLASSIC PET PRODUCTS, INC

By: Ronald G. Chandler

Title: President

Printed: Ronald G. Chandler

Date: August 26, 1998

STATE OF Michigan)
) SS:
COUNTY OF Calhoun)

On the 26th day of August, 1998, before me, a Notary Public in and for said County and State, personally appeared Ronald G. Chandler and acknowledged that he/she is the President of QC+Pet Products Inc; that he/she is authorized by said Corporation to execute the foregoing Assignment on behalf of said Corporation; and that he/she did execute the foregoing Assignment on behalf of said Corporation, pursuant to such authority.

Deborah J. Woehrmyer
Notary Public

Deborah J. Woehrmyer
Printed Name

My Commission Expires: 12/30/99

County of Residence: ST. Joseph County

INDS01 KRH 269997