

03-17-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

3-12-99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership

- Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 300.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties Enter the total number of properties involved.

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Roy N. Fine, Attorney
for Top Dog Investments, Inc.

Jan. 15, 1999

Name of Person Signing

Signature

Date Signed

ASSIGNMENT


WHEREAS, Top Dog Investments, Inc. (f/k/a Kennel-Aire, Inc.), a Minnesota corporation having a place of business at 3580 Holly Lane North, Suite 10, Plymouth, Minnesota 55447 ("Assignor"), is the owner of the United States Trademarks and Trademark Applications identified on the attached Exhibit A;

WHEREAS, Kennel-Aire, LLC, a Wisconsin limited liability company having a place of business at 59 Racine Street, Suite 102, Menasha, Wisconsin 54952 ("Assignee"), desires to acquire the entire right, title, and interest in and to the United States Trademarks and Trademark Applications and in and to the goods and/or services described and claimed therein;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby sells, assigns, and transfers to Assignee, its successors and assigns, the entire right, title, and interest in and to the Trademarks and Trademark Applications listed on Exhibit A hereto including all good will associated therewith for all countries, along with all common law interest in the marks and any rights to extensions thereof, and in and to any and all applications which have been or may be filed in any foreign countries for registration within those countries, including an assignment of all rights under the provisions of any international treaties and all registrations which may be granted or issued therefrom;

AND, Assignor covenants and agrees with Assignee, its successors and assigns, that no assignment, grant, mortgage, license, or other agreement affecting the rights and property herein conveyed has been made to others by said Assignor, and that the full right to convey the same as herein expressed is possessed by Assignor.

TOP DOG INVESTMENTS, INC.
(F/K/A KENNEL-AIRE, INC.),
a Minnesota corporation

By: 
E. Michael Powers
President and Chief Executive Officer

STATE OF GEORGIA)
) ss.
COUNTY OF CHATHAM)

On this 11th day of January, 1999, before me, a notary public in and for said county, appeared E. Michael Powers of Top Dog Investments, Inc. (f/k/a Kennel-Aire, Inc.), the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of said company with authority to do so.



(SEAL)

Notary Public, State of Georgia
My commission is/expires _____

S:\NF\PAT\TRDMR\TOPDOG\TRADEMRK.ASG

Notary Public, Chatham County, Georgia.
My Commission Expires February 1, 2000.

EXHIBIT A

U.S. Trademarks

MARK	REGISTRATION NO.	ISSUE DATE
Waggin' Corral	1,817,224	1/18/94
Waggin' Corral	1,837,904	5/31/94
Extra-Aire	1,706,835	8/11/92
Travel-Aire	1,615,424	10/2/90
Kennel-Aire	678,276	5/12/59
Barrie-Aire	1,711,537	9/1/92
Protect-Aire	876,378	9/9/69

U.S. Trademark Applications

MARK	SERIAL NO.	FILING DATE
Comfort-Aire	75/375,674	10/20/97
Heart Design	75/375,646	10/20/97
Crate Corral	75/390,764	11/17/97
Travel-Aire	75/573,477	10/19/98
Waggin' Corral	75/576,796	10/22/98
Value King	75/537,479	8/17/98